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the AMAZING SPIDER-MAN

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JOHN ROMITA JR. MIKE DEODATO JR.

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the AMAZING SPIDER-MAN

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AMAZING SPIDER-MAN #30

At a demonstration on Radiation, high school student Peter Parker was bitten by an Irradiated Spider from which he gained the Arachnid's Incredible Abilities. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his Great Powers in the service of his fellow man, because he learned an invaluable lesson: With Great Power there must also come Great Responsibility.

Stan Lee Presents: THE AMAZING SPIDER-MAN

RING RING

CLICK

HI, THIS IS PETER. I'M STILL SETTLING INTO MY NEW DIGS, SO I'M EITHER WORKING, OUT FORAGING FOR FOOD, OR TRAPPED UNDER DEBRIS. LEAVE A MESSAGE AND I'LL GET BACK TO YOU WHEN THE DUST CLEARS.

BEEEEEP

PETER, THIS IS YOUR AUNT MAY. I KNOW YOU'RE GOING THROUGH A LOT RIGHT NOW, WITH MARY JANE LEAVING, AND THE MOVE, AND... WELL, I JUST WANTED TO SEE IF YOU WERE OKAY.

I KNOW I SHOULDN'T BE WORRIED, AND I'M NOT, REALLY. THAT'S THE THING ABOUT YOU, PETER. YOU'VE ALWAYS HAD AN INNER STRENGTH, A WILL THAT HAS GOTTEN YOU THROUGH SO MUCH DIFFICULTY IN YOUR LIFE. THIS ONE, TOO, WILL PASS.

MEANWHILE, IF YOU NEED TO TALK, YOU KNOW WHERE TO FIND ME.

GOOD NIGHT, PETER. I'LL TALK TO YOU IN THE MORNING.

BEEEEEP

SHE'S A GOOD WOMAN. I SOMETIMES THINK THERE ISN'T A SONAR IN EXISTENCE THAT CAN SOUND OUT THE DEPTH OF HER COMPASSION.

BUT RIGHT NOW, THAT ISN'T WHAT I NEED. WHAT I NEED...

...IS TO GET *AWAY* AND *UP* AND *OUT.*

TRANSFORMATIONS, LITERAL & OTHERWISE

JUST...OUT. I DON'T EVEN CARE WHERE I GO. I JUST WANT TO...GO.

AND I'M NOT GONNA STOP UNTIL I GET TIRED.

UNFORTUNATELY, IT TAKES A REAL *LONG* TIME FOR ME TO GET TIRED.

BY THAT TIME, I COULD BE IN NEW JERSEY.

AND I DON'T EVEN *KNOW* ANYBODY IN NEW JERSEY...

...AND HERE'S ANOTHER THING.

WHEN I DESIGNED THIS SUIT, WHY THE HECK DIDN'T I DESIGN IT WITH POCKETS? ANYTHING I CARRY, I GOTTA CARRY IT IN A WEB-POUCH. THE FF HAVE POCKETS IN *THEIR* UNIFORMS. REED RICHARDS' *ALONE* ARE HUGE.

SCHEDULED FOR DEMOLITION SQUATTERS WILL BE PROSECUTED!

ROCCO DEMO

ROCCO DEMO

BUT THAT'S BECAUSE HE HAS TO CARRY TRANS-DIMENSIONAL MEGADOODADS AND WHIRLYDOOS IN THEM.

OR MAYBE HE'S JUST REAL HAPPY TO SEE SUE.

'COURSE, IF I HAD POCKETS, STUFF WOULD FALL *OUT* OF THEM EVERY TIME I DID THIS. OKAY, SO MAYBE I COULD HAVE POCKETS WITH ZIPPERS. MAYBE VELCRO.

YEAH, THAT'D WORK... I'D BE CREEPING UP BEHIND SOMEBODY, AND HAVE TO GET SOMETHING OUT... ZZZZZZZZZZZZZIP!

"WHAT'S THAT SMEAR ON THE WALL, MOMMY?"

"THAT USED TO BE SPIDER-MAN, HONEY."

"WHAT KILLED HIM?"

"A ZIPPER. SOME SAID VELCRO BUT THE DAILY BUGLE SAID IT WAS A ZIPPER AND I BELIEVE THE BUGLE."

"WOW, HE MUSTA BEEN REAL STUPID, HUH?"

"YES, HONEY, HE WAS."

-SIGH-

AND WHY THE HECK AM I THINKING ABOUT POCKETS *ANYWAY*?

BECAUSE IT'S EASIER THAN THINKING ABOUT MY LIFE LATELY?

AND WHY SHOULD *THAT* BOTHER YOU, PETER?

OH, NO REASON.

EVERYTHING'S FINE.

EVERYTHING'S JUST DUCKY.

EXCEPT THAT WHENEVER I'M ***REALLY BUGGED*** ABOUT SOMETHING AND I ***REALLY*** NEED TO GO POUND A BAD GUY THERE'S ***NEVER*** A BAD GUY AROUND, BUT WHENEVER I'M IN A ***REALLY*** GOOD MOOD -- YEAH, LIKE THAT HAPPENS MORE THAN TWICE A YEAR -- THERE'S ***ALWAYS*** FOUR OR FIVE BAD GUYS, OR A SINISTER SIX, OR SEVEN, OR NINETEEN WAITING TO BUST MY CHOPS AND RUIN MY DAY AND...

...BUGGED.

SPIDER-MAN.

HEH. I MADE A FUNNY.

RRRR

ALL RIGHT, GET THAT CRANE OVER HERE, WE GOT SIX HOURS TO TEAR THIS PLACE TO --

ROCCO DEMO'S

RRRRUUMMMBLLE

TINK TINK TINK

OKAY, LUNCH!

I DECIDE I NEED SOMETHING TO EAT. SO I PICK A PLACE PRETTY MUCH BY INSTINCT. I'M NOT THINKING ABOUT IT.

DINER

AND MAYBE THAT'S WHY I ENDED UP THERE. I WASN'T THINKING. I WAS FEELING.

FOR SOME OF THE MOST IMPORTANT YEARS OF MY LIFE, THIS PART OF TOWN WAS MY HOME.

ANNOYING AS THAT SOMETIMES WAS.

HEY, PARKER! YOU GONNA ACTUALLY *EAT* THAT BURGER? IT'S GOT MORE GRISTLE IN IT THAN *YOU* DO!

HAW-HAW!

YOU GUYS ARE *SUCH* JERKS.

THE FIRST FEW YEARS I CAME TO THIS SCHOOL, I WAS THE SAME AS EVERYBODY ELSE.

★★ 4 ★★ STAR DINER

JUST ONE MORE HIGH SCHOOL STUDENT TRYING NOT TO BE NOTICED, NOT TO LOOK WEIRD, WORRIED THAT HE'D NEVER FIT IN.

THEN ONE DAY, A SPIDER-BITE MADE SURE I WAS NOTICED, AND THAT I *WOULD* NEVER FIT IN *ANY*WHERE, EVER AGAIN.

SOME THINGS HAVEN'T CHANGED.

BUT THIS PLACE SURE HAS.

HEY! WATCH WHERE YOU'RE WALKING!

P.S.108

YEAH, WATCH IT, JERKFACE!

AWK --!

LOOK, JUST... CUT IT OUT, OKAY? I DIDN'T DO ANYTHING TO YOU.

YEAH, BUT WE'RE GONNA DO SOMETHING TO *YOU*, YOU STUPID --

I WOULDN'T ADVISE THAT, GUYS.

THAT SO? WHAT'RE *YOU* GONNA DO ABOUT IT?

YEAH, YOU'RE NOT A TEACHER, YOU'RE NOT A COP, YOU CAN'T DO SQUAT, MISTER...YOU EVEN *TOUCH* ME AND I'LL YELL FOR THE COPS AND THEY'LL HAUL YOUR SORRY BUTT TO JAIL, BUDDY, SO JUST TAKE OFF, OKAY?!

JERK!

SEE YOU LATER, JOEY, WHEN YOUR BIG BROTHER AIN'T THERE TO PROTECT YOU.

YOU OKAY?

NO, I'M *NOT* OKAY... 'CAUSE NOW THEY'RE JUST GONNA GET ME TWICE AS BAD LATER --

-- AND I HATE THEM AND I HATE MY LIFE AND THIS SUCKS AND YOU MADE EVERYTHING WORSE AND I GOTTA GET TO CLASS...

B.R.B.

P.S.108

I... I MEAN... I'M SORRY, I --

I SAW WHAT HAPPENED THERE, BUDDY.

EXIT

KYLE JACOBY, I TEACH P.E. HERE. LOOK, I UNDERSTAND YOUR FEELINGS, BUT IT WON'T DO THE KID ANY GOOD TO TRY AND HELP HIM LIKE THAT.

I TELL 'EM ALL THE SAME THING, THE ONLY WAY TO GET BY IS TO STAND ON YOUR OWN TWO FEET. NOBODY GIVES ANYBODY A FREE RIDE.

ISN'T IT KINDA HARD TO STAND ON YOUR OWN TWO FEET WHEN SOMEBODY KICKS THEM OUT FROM UNDER YOU?

BUDDY, THERE'S ALWAYS SOMEBODY TRYING TO KICK YOUR FEET OUT FROM UNDER YOU. YOU JUST GOTTA KICK FIRST. JOEY'S GOTTA LEARN THAT FOR HIMSELF.

EVOLVE OR DIE, YOU KNOW?

ESPECIALLY IN A DUMP LIKE THIS. IT WAS QUITE A PLACE ONCE. BUT THINGS CHANGE, YOU KNOW?

HE'S RIGHT. SOME THINGS CHANGE.

BUT SOME THINGS NEVER CHANGE.

UNLESS SOMEBODY MAKES THEM CHANGE.

NOW, I'M NOT SAYING I'M THE KIND OF GUY WHO CARRIES A GRUDGE. FAR BE IT FOR ME TO *EVER* CARRY A GRUDGE.

BUT I FIGURE, YOU HANG OUT LONG ENOUGH, YOU WATCH SOME PEOPLE, OH, I DUNNO, RANDOMLY...AND SONOVAGUN, AN OPPORTUNITY PRESENTS ITSELF FOR THE UNIVERSE TO BALANCE THINGS OUT.

AS SOMEBODY ONCE SAID, CHANCE FAVORS THE PREPARED MIND.

C'MON MAN, WE AIN'T GOT ALL DAY.

JUST A SEC, I ALMOST GOT IT --

UUUHHHHH...

BOO.

AAAAAGGGGHHHHH!

SLOW DOWN! I CAN'T KEEP UP! AWK!

JEEZ, MAN, I WET 'EM, SLOW DOWN...

THAT'S ONE SMALL STEP FOR A SPIDER, ONE GIANT LEAP FOR GEEK-KIND...

I SUPPOSE YOU'RE FEELING RATHER PROUD OF YOURSELF RIGHT NOW.

UNDERSTANDABLE. I WOULD, TOO. EVEN IF IT IS A WASTE OF A NICE NIGHT. AND YOUR TALENT.

PETER.

FOR A MOMENT, I'M TOO STUNNED TO TALK. IT ISN'T JUST THAT HE SNUCK UP BEHIND ME, AND WITH MY SPIDER-SENSE THAT'S NOT POSSIBLE.

IT ISN'T EVEN THAT HE CALLED ME PETER, WHICH MEANS HE KNOWS WHO I AM AND THIS COULD SCREW UP MY ENTIRE LIFE.

IT'S THAT HE'S STICKING TO THE WALL SAME AS ME.

I KNOW WHAT YOU'RE THINKING.

WELL, METAPHORICALLY, ANYWAY.

AM I A FRIEND, OR AN ENEMY?

HEY!

JUST A SECOND, LET ME GET MY SHOES ON. I HATE WALKING AROUND BAREFOOT.

HE'S AT LEAST TWICE MY AGE, BUT HE'S FAST. IMPOSSIBLY FAST.

AS FAST AS I AM.

WHO ARE YOU?

I WAS ABOUT TO ASK YOU THE SAME QUESTION.

BUT YOU JUST SAID --

OH, I KNOW YOU'RE PETER PARKER, BUT THAT'S NOT WHO YOU ARE.

LOOK, BUDDY, I'M NOT SAYING YOU'RE RIGHT OR WRONG, BUT DO YOU MIND NOT *ANNOUNCING THAT SO LOUD?*

RIGHT. SORRY. SECRET IDENTITY AND ALL THAT. SOMETIMES I FORGET.

NOW WHO THE HELL ARE --

MY NAME IS EZEKIEL. AND I HAVE A QUESTION FOR YOU.

DO YOU KNOW WHY PEOPLE USE THE EXPRESSION, *"AS DANGEROUS AS GIVING A LOADED GUN TO A SMALL CHILD"?*

IT'S NOT BECAUSE THE CHILD IS ESPECIALLY MALICIOUS, OR BECAUSE HE WANTS TO KNOCK OVER A BANK.

IT IS BECAUSE THE CHILD DOES NOT COMPREHEND THE POWER HE HOLDS IN HIS HANDS.

AND NEITHER DO YOU.

LET'S ROMP SOME MORE. I HAVEN'T DONE THIS IN YEARS.

DARN, THERE GO MY SHOES AGAIN...

I KEEP AFTER HIM, DETERMINED NOT TO LET HIM GET AWAY... PLAYING IT QUIET, TO FIND OUT WHAT HE'S AFTER.

IT'S STRANGE, THOUGH... WHEN HE SAID MY NAME, MY GUT TIGHTENED INTO SOMETHING COLD AND SCARED, AND YET...

...AND YET I SENSE NOTHING EVIL IN HIM. HE SEEMS...ALMOST JOYFUL.

CAREFUL, THERE'S A RUSTY NAIL OVER HERE.

LET ME ASK YOU A QUESTION, PE-- ER, SPIDER-MAN. AND DON'T LIE. I'LL KNOW IF YOU LIE.

HOW DID YOU GET YOUR POWERS?

I...

HE KNOWS WHO I AM. THERE'S NO END OF DAMAGE HE COULD DO WITH THAT INFORMATION. I HAVE TO PLAY ALONG. AND IT'S NOT LIKE HE CAN DO ANYTHING WITH THE INFORMATION.

I WAS BITTEN BY A RADIOACTIVE SPIDER.

AHA!

THAT'S WHAT I THOUGHT. THAT EXPLAINS WHY YOU'VE HANDLED IT THIS WAY. NOW HERE'S ANOTHER QUESTION FOR YOU.

LOOK, I'VE JUST ABOUT HAD IT WITH --

NO, WAIT, YOU'LL LIKE THIS ONE, TRUST ME.

DID YOU PERFORM AN AUTOPSY ON THE SPIDER?

NO. IT GOT PRETTY MUCH SMASHED.

HAD YOU EVER SEEN THE SPIDER BEFORE?

NO. NOW LOOK...

THERE ARE THREE STEPS IN KNOWLEDGE. THERE'S WHAT WE ***THINK***, WHAT WE ***KNOW***, AND WHAT WE CAN ***PROVE***.

YOU ***THINK*** YOU GOT YOUR POWERS FROM A RADIOACTIVE SPIDER-BITE, AND YOU MAY BELIEVE YOU ***KNOW*** IT TO BE TRUE, BUT CAN YOU ***PROVE*** IT?

YOU THINK I GOT THESE POWERS AND THIS SUIT AT THE BOTTOM OF A BOX OF CRACKERJACKS? IT HAPPENED RIGHT AFTER I GOT BIT.

YOU'RE STILL MISSING THE POINT.

THIS IS THE POINT. THIS IS THE FIVE MILLION DOLLAR QUESTION. I'M ABOUT TO YANK YOUR CHAIN LIKE NOBODY ELSE EVER HAS BEFORE, AND NOBODY EVER WILL AGAIN. SO LISTEN CAREFULLY.

DID THE RADIATION ENABLE THE SPIDER TO GIVE YOU THESE POWERS?

OR WAS THE SPIDER TRYING TO GIVE YOU THOSE POWERS BEFORE THE RADIATION KILLED IT?

WHICH CAME FIRST? THE RADIATION? OR THE POWER? THE CHICKEN OR THE EGG OR THE POWER?

I...

THE QUESTION HITS ME LIKE A PUNCH IN THE STOMACH. ALL THESE YEARS, AND I HAD NEVER CONSIDERED THAT POSSIBILITY. I'D NEVER EVEN *THOUGHT* ABOUT IT. I'D JUST *ASSUMED*. I...

...I DON'T KNOW.

AND THAT'S A GOOD START FOR TONIGHT.

TAKE CARE OF YOURSELF, P. I'LL BE IN TOUCH.

HEY! STOP! WAIT, I --

AND HE'S GONE. NOBODY PULLS A FAST FADE LIKE THAT.

NOBODY BUT ME.

WHO *ARE* YOU? WHY ARE YOU COMING TO ME WITH ALL THIS *NOW?*

WHAT DO YOU *WANT* FROM ME?

I CAME NOW BECAUSE NOW IS THE RIGHT TIME. BECAUSE YOU NEED TO UNDERSTAND.

BECAUSE UNDERSTANDING IS THE ONLY THING THAT MAY HELP YOU SURVIVE WHAT'S COMING.

AND THAT'S AN AWFULLY BIG *MAY,* P.

AND THEN HE WAS GONE. JUST...GONE.

AS I START THE LONG WALK HOME, I REALIZE WHY HE DIDN'T FEEL LIKE TROUBLE.

I REALIZE THAT HE REMINDS ME OF MY UNCLE BEN.

BUT I'VE BEEN FOOLED BEFORE. AND USED BEFORE. ALSO MANIPULATED, STRUNG ALONG, TAKEN ADVANTAGE OF, MIND-MESSED AND UNWILLINGLY ADOPTED BY WACKOS LIKE OSBORN SR.

I DON'T TRUST ANYONE, ANYMORE.

I'D LIKE TO. LORD KNOWS I'D LIKE TO.

I JUST CAN'T. THAT'S ALL. I JUST...CAN'T. EVERY TIME I TRY...

...I END UP WAITING FOR THE OTHER SHOE TO DROP, FOR THE MONSTER TO COME OUT FROM BEHIND THE SMILING MASK.

AND AS MUCH AS I'D LOVE TO BE WRONG, IT'S ALMOST ALWAYS THERE, JUST WAITING TO PEEK OUT...

-- WHICH WILL COVER THE MONEY NEEDED TO DOCK YOUR BOAT, PLUS MAINTENANCE FEES, AND --

WE WON'T REQUIRE MAINTENANCE. JUST ACCESS TO THE PIER. WILL THIS COVER IT?

I...UMM...YES, YES, THAT SHOULD DO IT. BUT THERE'S STILL THE MATTER OF A CUSTOMS INSPECTION. YOU KNOW, MAKE SURE YOU'RE NOT BRINGING ANY ILLEGAL GOODS INTO THE COUNTRY.

OF COURSE, THEY CAN'T COME BY TO INSPECT YOUR VESSEL UNTIL THEY KNOW IT'S HERE... AND WE CAN EITHER SLOW DOWN THE PAPERWORK OR ACCELERATE IT...

YES, OF COURSE.

WILL *THIS* COVER IT?

THAT'LL DO JUST FINE. THANKS. THERE'S AN ABANDONED REPAIR HOUSING YOU CAN MOVE THE SHIP INTO, YOU KNOW, KEEP IT OUT OF THE WEATHER. AN OLD SHIP LIKE THAT, YOU GOTTA TAKE CARE OF IT.

YOU KNOW WHAT THEY SAY, OUT OF SIGHT, OUT OF MIND. HECK, I'LL FORGET ABOUT IT FOR AGES IF I DON'T SEE IT.

THANK YOU.

MY PLEASURE. GOOD DOING BUSINESS WITH YOU, MISTER...?

DEX. JUST... DEX.

...IS IT...IS IT DONE...?

YES, MORLUN. IT'S ALL SET. WE CAN MOVE TO COVER AS SOON AS THE WIND PICKS UP.

...GOOD... GOOD...

...TIME THEN... TO USE UP...THE LAST OF THE SUPPLIES...

...NO...NEIN, BITTE...I CAN... ICH KANNE...I HAVE NO MORE TO GIVE...PLEASE...ICH HABE... I HAVE NO MORE...

YES...YOU DO...NOW I MUST... TAKE IT. END THIS...AGONY... FOR YOU.

PLEEEAAIIEEEE...

IT IS DONE.

IT IS OVER, DEX. DO NOT MOURN. REALLY, WHO EVER HEARD OF A *GERMAN* SUPER HERO, ANYWAY?

YOU KNOW WHERE WE ARE TO BE BERTHED?

YES.

THEN I WILL TAKE US THE REST OF THE WAY. IT WILL BE GOOD TO SEE THE LIGHTS OF THE CITY AGAIN AFTER SO LONG. THEN WE WILL GO INTO THE CITY, AND WE WILL EAT, AND DRINK.

THEN TOMORROW... TOMORROW, WE GO IN SEARCH OF HIS REPLACEMENT.

OR MENACE?

DAILY BUGLE

AMAZING SPIDER-MAN #31

"I KNOW WHAT YOU'RE THINKING. AM I A FRIEND, OR AN ENEMY?

MY NAME IS EZEKIEL, AND I HAVE A QUESTION FOR YOU.

"THIS IS THE FIVE MILLION DOLLAR QUESTION. I'M ABOUT TO YANK YOUR CHAIN LIKE NOBODY ELSE EVER HAS BEFORE, AND NOBODY EVER WILL AGAIN. SO LISTEN CAREFULLY."

WOULD YOU LIKE ANOTHER EGG, PETER?

DID THE RADIATION ENABLE THE SPIDER TO GIVE YOU THESE POWERS?

"OR WAS THE SPIDER TRYING TO GIVE YOU THOSE POWERS BEFORE THE RADIATION KILLED IT?"

I SAID WOULD YOU LIKE ANOTHER EGG, PETER?

HMM? OH... UM...SORRY, AUNT MAY, I WAS --

-- A THOUSAND MILES AWAY, YES, I COULD TELL. I'VE SEEN THAT FARAWAY LOOK IN YOUR EYES SINCE YOU WERE THREE AND TRYING TO DECIDE WHETHER OR NOT CATS COULD FLY IF GIVEN SUFFICIENT INCENTIVE AND A HEAD START OFF THE ROOF.

WHEN THAT HAPPENS, I WAIT, AND REPEAT, JUST LIKE IT SAYS ON THOSE SHAMPOO BOTTLES, "WASH AND REPEAT," EXCEPT THERE'S NO WATER INVOLVED. EVENTUALLY, YOU COME BACK. YOU ALWAYS DO. IT'S JUST SOMETHING I'VE GOTTEN USED TO.

SO: PETER, LAST EGG. LAST EGG, PETER. WOULD YOU TWO LIKE TO GET TOGETHER?

YES, MA'AM.

SO ARE YOU GOING TO TELL ME WHAT'S GOT YOU SO DISTRACTED THIS MORNING? OR SHOULD I START CHECKING THE ROOF FOR MRS. BAILEY'S CAT?

IT'S...

HOW DO I EXPLAIN THAT LAST NIGHT SOMEONE I'VE NEVER MET BEFORE TURNED MY LIFE COMPLETELY UPSIDE DOWN?

SOMEBODY WITH POWERS VERY CLOSE TO MY OWN.

WHO SEEMS TO KNOW MORE ABOUT THE SOURCE OF MY POWER THAN I DO. AND WHO KNOWS MY REAL NAME.

TAKE CARE OF YOURSELF, P. I'LL BE IN TOUCH.

HOW DO YOU EXPLAIN? YOU DON'T. YOU JUST LIE. THE SAME WAY YOU'VE LIED FOR YEARS NOW. YOU LIE TO THE WOMAN WHO RAISED YOU AND MEANS MORE TO YOU THAN YOUR OWN LIFE.

IT SUCKS. I HATE IT. BUT IT'S NECESSARY.

...I WENT BY MY OLD HIGH SCHOOL THE OTHER DAY.

AH. NOSTALGIA. I SHOULD'VE RECOGNIZED THE LOOK. I SPEND QUITE A BIT OF TIME THERE MYSELF. HOW DID IT FEEL TO BE BACK?

WEIRD. IN SOME WAYS THAT SCHOOL WAS THE WORST PART OF MY LIFE. IN OTHERS, IT WAS THE BEST. BECAUSE THAT'S WHEN THINGS CHANGED FOR ME...

I MEAN, I CAUGHT SOME BREAKS, GOT BIT BY THE...SCIENCE BUG, STARTED SELLING MY PHOTOS TO THE BUGLE...THE SCHOOL WAS A REAL CHANCE FOR ME TO COME INTO MY OWN.

AND NOW...?

PS 10

NOW... IT'S KIND OF FALLEN ON HARD TIMES. FRAYING AT THE EDGES, COVERED IN GRAFFITI...I GET THE FEELING THAT NOW IT'S AN EVEN TOUGHER PLACE FOR KIDS WHO ARE...WELL, LIKE I WAS AT THAT AGE.

BRIGHT? GIFTED?

ALONE.

PS 108

WELL, YOU KNOW, I WAS TALKING WITH MRS. CHAMPFER THE OTHER DAY.

I SAID I WAS TALKING WITH MRS. CHAMPFER THE OTHER DAY.

I WENT AWAY AGAIN, DIDN'T I?

YES.

OH.

HER SON, RONALD, WAS A SUBSTITUTE TEACHER THERE LAST YEAR. HE SAID IT'S HARD TO FIND GOOD TEACHERS WHO'LL WORK IN THAT DISTRICT. THE PAY ISN'T GREAT, AND THE NEIGHBORHOOD ISN'T WHAT IT USED TO BE.

HE SAID THEY'RE TRYING TO GET PROFESSIONALS IN A VARIETY OF FIELDS TO COME IN AND TEACH CLASS ONCE OR TWICE A WEEK. APPARENTLY, THEY CAN DEFER A TEACHING CREDENTIAL IN FAVOR OF WORK EXPERIENCE.

SO WHAT ARE YOU SUGGESTING?

NOT A THING.

YES, YOU ARE.

NO, I'M NOT. BUT IF I WERE --

AH-HA!

IF I *WERE*... I'D SUGGEST THAT MAYBE YOUR SENSE OF FAIRNESS IS TELLING YOU THAT THE KIDS THERE TODAY AREN'T GETTING THE SAME BREAKS YOU DID. AND MAYBE YOU COULD REPAY A LITTLE OF THAT, GIVE BACK TO THE SCHOOL THAT GAVE YOU SO MUCH.

IF I WERE OF A MIND TO SUGGEST SUCH THINGS.

WHICH, OF COURSE, I'M NOT.

I LOVE WATCHING THE GEARS BEGIN TO TURN...

"YOU SEEM RATHER DISTRACTED, SIR..."

HMM? OH, YES, I SUPPOSE I AM. I WAS OUT LATE LAST NIGHT. PLEASE, CONTINUE.

YES, SIR.

OVERSEAS HOLDINGS SHOW A TWELVE PERCENT INCREASE IN REVENUE OVER THIS SAME QUARTER LAST YEAR AND UP TEN PERCENT OVER THE COURSE OF THE LAST FISCAL YEAR...

AND HE WONDERS WHY I GET DISTRACTED...

SIR?

YOU'RE NEW HERE, AREN'T YOU?

I UHM... YES, SIR.

THEN LET ME MAKE IT SIMPLE FOR YOU. THIS IS A GENERAL MEETING FOR THE SAKE OF THE OTHER PARTNERS. SO ALL I WANT IS THE COFFEE TABLE FIGURE.

OF COURSE, SIR, I...UHM...THE WHAT?

THE COFFEE TABLE FIGURE.

IF I TOOK ALL THE MONEY WE HAVE, AND DUMPED IT OUT ONTO THE COFFEE TABLE OVER THERE, WHAT WOULD IT BE?

I'VE...NEVER BEEN ASKED THAT QUESTION BEFORE.

I RATHER GOT THAT IMPRESSION...

IF YOU CAN GIVE ME A MOMENT --

TAKE TWO.

YOU'RE ENJOYING THIS, AREN'T YOU?

IT'S A SMALL PLEASURE. AND SMALL PLEASURES ARE THE BEST PLEASURES. A WARM PAIR OF SLIPPERS, SAVING THE LAST CRISP PIECE OF BACON FOR YOUR LAST BITE IN THE MORNING, GIVING THE ACCOUNTANT A SNUGGIE --

I HAVE IT, SIR.

YES, PRINCE MISHKIN, WHAT'S YOUR PROGNOSIS?

ALLOWING FOR VARIATIONS IN REAL ASSETS VS. LIQUID ASSETS, AND TAKING INTO EFFECT THIS YEAR'S AMORTIZATION --

AHEM...

FIVE HUNDRED TWENTY-THREE MILLION, SEVEN HUNDRED FORTY THOUSAND DOLLARS... AND CHANGE.

THAT'S A VERY LARGE COFFEE TABLE, SIR.

IT'S A START.

NOW WE CAN GO OVER THE... UHM...

THAT IS...I CAN...SIR?

YES?

WHAT IS IT? I DON'T... SEE ANYTHING OUTSIDE.

NO, I DON'T EXPECT YOU WOULD.

YOU CAN GO NOW. THANK YOU FOR THE FIGURES.

YOU MADE CONTACT LAST NIGHT, DIDN'T YOU? AGAINST ALL OUR RECOMMENDATIONS --

I DID.

I JUST HOPE YOU KNOW WHAT YOU'RE DOING. YOU'RE NOT THE ONLY ONE AT RISK HERE.

IF THIS GOES BADLY, IT COULD DESTROY ALL OF US. RATHER THAN FACE THAT PROSPECT, GIVEN THE CHOICE...

"...I'D RATHER IT WAS HIM THAN US. HE IS EXPENDABLE."

"IS HE? I'M NOT SO SURE...

"NOT SO SURE AT ALL..."

YOU HAVEN'T EATEN YOUR CROISSANT.

I GUESS I'M NOT AS HUNGRY AS I THOUGHT.

YOU SHOULD EAT. KEEP YOUR STRENGTH UP. I DO. BUT I'VE HAD LONGER THAN YOU TO ACQUIRE GOOD HABITS.

MUCH LONGER.

EAT YOUR CROISSANT, DEX.

YES, MORLUN.

DO YOU KNOW WHY HUMANS ARE A PEOPLE OF HOPE? BECAUSE YOU MAKE THINGS LIKE CROISSANTS AND PASTRY. PASTRY IN PARTICULAR. YOU MAKE SOMETHING OF ASTONISHING BEAUTY, CAREFULLY DECORATED, FRAGILE, LOVELY, KNOWING THAT THE PERSON WHO RECEIVES IT WILL APPRECIATE THAT BEAUTY FOR ONLY FOR ABOUT TWO SECONDS BEFORE DEVOURING IT.

IN THAT, WE HAVE SOMETHING IN COMMON.

AND SPEAKING OF WHICH...

OHJEEZ --!

WHAT THE HECK WAS THAT? SPIDER-SENSE WENT NUTS, LIKE NOTHING I'VE EVER FELT BEFORE.

LIKE THE WORD *HIDE* WAS BURNED ACROSS MY BRAIN IN LETTERS TEN FEET HIGH.

DON'T SEE ANYTHING...SO WHY THE SPIDEY-SENSE BULLET THROUGH THE BRAIN?

THIS IS RIDICULOUS. I HAVE TO GET GOING. I CAN'T JUST HIDE HERE UNDER A LEDGE ALL DAY.

SIRICOS

I'LL JUST... SHOOT A WEB AND LEAP OUT THERE AND GET GOING ON MY WAY. I'LL JUST...

...SLIP AROUND THIS WAY.

CAREFULLY DECORATED. FRAGILE. LOVELY. DOOMED.

SAD, REALLY. BUT THEN IT'S ALWAYS SAD. ALWAYS HAS BEEN, ALWAYS WILL BE. IT'S YOUR LOT, YOU KNOW, TO BE THINGS OF BEAUTY, HERE FOR A MOMENT, A FLICKER, AND GONE. SO SAD...

HOW WAS THE CROISSANT?

FINE.

GOOD.

KILL ME.

NOT TODAY.

SOON, THOUGH?

WE'LL SEE...

...NOW DRINK YOUR COFFEE. IT'S AN ORANGE MOCHA.

BEFORE IT GET'S COLD.

"ICK! SPIDER! GET IT!"

I HATE SPIDERS. I SWEAR THEY THEY JUST KNOW WHEN YOU'RE ABOUT TO SMUSH 'EM AND THEY SCURRY UNDER A LEDGE OR A DOOR AND YOU CAN'T GET TO THEM AND I HATE SPIDERS --

YOU MENTIONED THAT PART ALREADY.

EXIT

HATE HATE HATE HATE HATE HATE!

CONCEDING DEFEAT, GENERAL?

FOR NOW. SOONER OR LATER, I'LL NAIL HIM.

YOU ASK ME, IF EVERY ICKY SPIDER-THINGIE ON THE PLANET WAS FRIED DEAD ON THE SPOT, IT'D BE A BETTER WORLD FOR EVERYBODY.

YES...?

UHM... I'M PETER PARKER... I CALLED ABOUT THE WORK EXPERIENCE TEACHING CREDENTIAL...

RIGHT... RIGHT...

I'LL JUST GET THE PAPERWORK.

STUPID SPIDER...

EXIT

WHAT THE --

...GUN...

GUN!

EXIT

CRACK

CRACK CRACK

DOWN!

CRACK CRACK CRACK CRACK

I MOVE MYSELF WITHOUT THINKING, PUTTING MYSELF BETWEEN THEM AND THE BULLETS.

I HAVE TO MOVE SLOWER THAN USUAL TO AVOID HURTING THEM, BUT I DON'T CARE ABOUT THE ADDED RISK. I DON'T EVEN CARE ABOUT WHAT ANYONE MIGHT THINK IF THEY SEE ME.

THERE'S A TIME FOR SECRET IDENTITIES AND THERE'S A TIME TO SAVE LIVES AND BY *GOD* HE'S NOT GOING TO HURT THESE KIDS AND I DON'T CARE IF I GET KILLED DOING IT, HE'S NOT GOING TO GET TO THEM.

HE'S *NOT.*

HE'S *NOT.*

GOT YOU!

THEY'RE SCARED. THEY THINK THEY'RE GOING TO DIE.

IT'S NOT RIGHT. KIDS SHOULDN'T HAVE TO COME TO SCHOOL THINKING THEY'RE GOING TO DIE.

I WON'T HAVE IT.

I...I DON'T HEAR ANY MORE SHOTS. MAYBE...MAYBE HE'S STOPPED. MAYBE HE'S GONE AWAY.

NO. HE'S INSIDE.

WHAT... WHAT'RE WE GONNA DO?

SHUT UP! YOU WANNA LET HIM KNOW WE'RE HERE, STUPID? BESIDES, YOU CAN'T DO SQUAT, YOU CREEP, SO YOU MAY AS WELL JUST *SHUT UP.*

I REMEMBER HIM FROM THE LAST TIME I WAS HERE. JOEY?

YEAH, THAT WAS IT...JOEY. THEY WERE TAKING HIM DOWN PRETTY BAD.

AND I THINK... MAYBE, JUST MAYBE, I CAN SAVE MORE THAN JUST LIVES HERE.

YOU'RE JOEY, RIGHT?

UH-HUH...

YOU PRETTY GOOD AT CHEMISTRY?

UH-HUH...

WHAT'RE YOU --

I'M NOT TALKING TO YOU.

LISTEN TO ME CLOSELY, JOEY... I DON'T KNOW IF HE'S RELOADING OR LOOKING FOR SOME TARGET IN PARTICULAR, BUT EITHER WAY WE DON'T HAVE MUCH TIME.

LOOK BEHIND YOU.

I'M THINKING HE CAN'T HIT WHAT HE CAN'T SEE. WHAT DO *YOU* THINK?

I'M GOING BACK OUT THERE, AND I COULD REALLY USE THE HELP. OKAY?

O-OKAY. BUT WHAT IF HE SEES ME?

HE WON'T. I SWEAR IT.

READY?

YEAH... I THINK SO...

ON THREE.

WHAT'RE YOU --

ONE... TWO...

THREE!

I CAN FIND THE SHOOTER. BUT I DON'T WANT HIM DOING ANY MORE HARM BEFORE I CAN GET MY HANDS ON HIM.

C'MON, JOEY, DON'T LET ME DOWN.

JOEY CASTONE! GET DOWN FROM THERE RIGHT NOW! I SAID GET DOWN --

-- TANNIC ACID, WHERE'S THE TANNIC ACID --

I'LL HAVE YOU ON REPORT, YOUNG MAN!

GOT IT!

WHAT'S THAT... FIRE?

NO...THERE'S NO SMELL OF BURNING, STAY DOWN!

WAY TO GO, JOEY...WAY TO GO.

-COUGH-
-COUGH-
NOT FAIR...NOT FAIR...
I'M GONNA KILL YOU! I SWEAR TO GOD I'M GONNA KILL YOU!
NOT TODAY, YOU'RE NOT.
WHO'S THERE?! WHERE ARE YOU?
RIGHT HERE.

YAAAAGGHHH!

GET UP! WHO ARE YOU? WHAT'S WRONG WITH --

...OH MY GOD...

IT'S NOT FAIR...IT'S NOT FAIR...THEY KEEP BEATING ME UP ALL THE TIME...I CAN'T TAKE IT ANYMORE... I CAN'T TAKE IT ANYMORE...

I JUST CAN'T TAKE IT ANYMORE...

THE KID JUST SNAPPED.

I HAD HIM IN ONE OF MY CLASSES. A REAL SMART KID. AN "A" STUDENT. THEY SAID HE WAS A PRODIGY OR SOMETHING.

THE OTHER KIDS WERE PRETTY BRUTAL TO HIM. PICKED ON HIM FOR ALL THREE YEARS. BUT, Y'KNOW, YOU HAVE TO STAND UP ON YOUR OWN SOMETIMES.

DID YOU TRY TO STOP THEM?

I WARNED A COUPLE OF 'EM, BUT HE WAS KIND OF A GEEK, AN OUTSIDER, YOU KNOW? THEY WOULDN'T STOP HITTING HIM AND HE WOULDN'T STOP BEING WEIRD.

I GUESS HE COULDN'T TAKE IT. IT HAPPENS. KIDS SNAP. BUT WHO KNEW HE'D GO THIS FAR? AT LEAST NOBODY GOT HURT, THAT'S THE IMPORTANT THING.

I REMEMBER WHAT IT WAS TO GET BEATEN UP ALL THE TIME. I REMEMBER THE FRUSTRATION. THE FEAR.

THE RAGE. THE MINDLESS RAGE THAT MAKES YOU FEEL YOU'D DO ANYTHING TO GET BACK AT THE ONES WHO BRING YOU PAIN FOR NO OTHER REASON THAN THEY THINK IT'S FUN.

THAT COULD HAVE BEEN ME. THAT COULD BE JOEY SOMEDAY.

I HEAR YOU HELPED SAVE SOME OF THE KIDS. GOOD FOR YOU.

AND YOU?

I WAS BACK BY THE RACQUETBALL COURT. FIGURED THE BEST THING I COULD DO WAS TO KEEP MY HEAD DOWN AND LET THE RIGHT PEOPLE DO THEIR JOB.

YEAH, WELL... THEY DID. THEY DID THAT INDEED.

I QUIT... THAT'S IT, I'VE HAD IT, THIS PLACE IS A FREAKIN' JUNGLE, I'M OUTTA HERE!

POLICE LINE

I DON'T BLAME HIM. SCIENCE IS WASTED ON MOST OF THESE KIDS ANYWAY. A LOT OF 'EM ARE GOING NOWHERE FAST.

PHYS ED DEPT

YEP. HE'S NOT THE FIRST ONE TO GET OUT OF HERE. WON'T BE THE LAST, EITHER.

WE ALL HAVE TO FACE THE TRUTH. YOU DO WHAT YOU CAN. BUT YOU CAN'T SAVE ALL OF THEM.

SO, ANYWAY, I DIDN'T GET YOUR NAME.

WHO AM I?

MY NAME'S PETER PARKER.

I'M THE NEW SCIENCE TEACHER.

PARKER, P.

RESUME

COMING HOME

AMAZING SPIDER-MAN #32

-- UNIT 472, WE CONFIRM THAT THE SUSPECT HAS TAKEN A HOSTAGE, REPEAT, THE SUSPECT HAS TAKEN A HOSTAGE --

GET BACK OR I'LL KILL HER! I SWEAR TO GOD I'LL KILL HER!

DO AS HE SAYS, PULL BACK, GIVE HIM SOME ROOM! WE DON'T WANT HIM SHOOTING THE HOSTAGE!

NOT STOPPIN'...NO WAY, WE'RE NOT STOPPIN' TILL WE HIT THE STATE LINE, THEY'RE NOT TAKING ME ALIVE... I DIE, YOU DIE...

PLEASE, I --

SHUTTUP!

AIN'T NOBODY STOPPING US NOW!

RTS

SIRICO'S

WHUMP

WHAT THE HELL --

--EEEEEEKKK!

AAAAAGGHH!

YAAAGGGHH!

EEEEEEEKKK!

HUNH! HUNH! HUNH!

SO...

...CAN I, LIKE, DROP YOU SOMEWHERE?

EEEEEEEEEK!

FUNNY HOW I ALWAYS HAVE THAT EFFECT ON WOMEN... CAN'T FIGURE IT OUT...

FREAK... DAMN FREAK... NOT GONNA GET ME, NOT GONNA --

PSSST... HEY, EINSTEIN --

-- UP HERE!

YIPE!

SEE, THING IS, I'D LOVE TO HANG OUT AND CONTINUE THIS FASCINATING DIALOGUE --

LEMME GOLEMMEGO LEMMEGO!

EXACTLY. YOU BIG OL' SMART GUYS WITH YOUR BIG CITY WAYS AND YOUR FANCY TALK. BUT I'M ALMOST LATE FOR WORK.

SO THIS IS GOING TO BE... QUICK.

WHICH WOULD YOU PREFER: TO BE UNCONSCIOUS OR INSULTED?

PICK ONE.

I... I --

GOOD CHOICE.

FOUR-DAVID-NINE, WE ARE IN PURSUIT! WE ARE --

HOLY --!

THE LONG, DARK PIZZA OF THE SOUL

WHAT THE #$%@ ARE *YOU* LOOKIN' AT?

"HUMANS ARE FUNNY CREATURES...

...WE WRITE SONNETS, WE WALK ON THE MOON, WE SPLIT ATOMS... WE HAVE ALL THIS COMPLEXITY... BUT IT ALL COMES FROM A MATHEMATICAL PROGRESSION IN THE HUMAN GENE THAT GIVES US THE POTENTIAL TO DO, WELL...ANYTHING.

MR. PARKER SCIENCE 201

HUMAN GENOME !!
- 30,000 genes
- 3billion pairs
- Dept. of Energy
- Bio tech Ind

THAT'S WHAT SO MANY DON'T UNDERSTAND. MUSIC IS MATH. ART IS MATH. *WE*...ARE MATH. THE MATH IN OUR GENES FUNNELS INTO THE MATH OF OUR DREAMS, OUR ART, OUR AMBITION.

SCIENCE ISN'T JUST BEAKERS AND TEST TUBES...IT'S WHO AND WHAT WE ARE. ARTISTIC. ECCENTRIC. HUMAN.

I WATCH THEM, AND I SEE THE LIGHT GO ON IN A FEW EYES. JUST A VERY FEW EYES.

WHEN I WAS THEIR AGE, I WAS A KID. NOW, TODAY, THEY'RE THE SAME AGE... BUT THEY'RE NOT KIDS ANYMORE. SO MUCH OF THEIR INNOCENCE IS GONE. THE SENSE OF WONDER IS GONE. THEIR ROAD IS HARDER.

SO I'LL JUST WORK THAT MUCH HARDER TO GET THROUGH. I KNOW I CAN DO IT. I HAVE TO DO IT.

SOMEHOW.

-- SO THE FUNNY THING IS... AND YOU'RE GONNA LOVE THIS...IT ALL STARTED WITH SCIENTISTS MESSING AROUND WITH THE LOVE LIVES OF FRUIT FLIES...

RRIIINNNNGG

AND READ CHAPTER TWELVE FOR TOMORROW!

WAS PRETTY COOL --

SO LAME, GIVE ME A BREAK --

THE PART ABOUT THE MATH OF ART, I NEVER THOUGHT --

YOU WANNA COME OVER, MY DAD'S AWAY, WE CAN GET LOADED --

PETER, GOOD, THERE YOU ARE.
PRINCIPAL HARRINGTON, HI, WHAT'S --
CAN I SEE YOU IN MY OFFICE FOR A MOMENT?
SWELL. I'M BACK IN MY OLD HIGH SCHOOL FOR ONE DAY AND ALREADY I'M BEING SENT TO THE PRINCIPAL'S OFFICE.
HOW'S YOUR FIRST DAY GOING?
FINE...FINE... LISTEN, IS THERE ANYTHING WRONG, OR --
GOOD, GOOD. YOU KNOW, WHEN YOU APPLIED FOR WORK HERE, WE HAD NO IDEA YOU HAD SUCH... WELL, *GENEROUS* FRIENDS.
I HAVE GENEROUS FRIENDS?
I HAVE *FRIENDS?*
HA! VERY FUNNY. YOU KNOW, I WAS AWARE THAT YOU WERE GOOD AT WHAT YOU DO, BUT I DIDN'T KNOW YOU WERE ACTUALLY *FUNNY.*
YEAH, I GET THAT A LOT.
HERE WE GO, WE CAN JUST --
YOU --!
HI, P. --
-- HOW'S IT GOING?
EZEKIEL... WHAT'RE YOU DOING --
OH, GOOD, THEN IT *IS* A SURPRISE.
WHAT'S A SURPRISE?
YOUR FRIEND HAS JUST DONATED $100,000 TO PURCHASE NEW SCIENCE EQUIPMENT FOR THE SCHOOL.
I WOULD'VE DONATED A PARTICLE ACCELERATOR BUT I COULDN'T FIT IT IN THE BACK OF THE CAR.
ISN'T THAT *WON*DERFUL?
YEAH. WONDERFUL.
SO HOW ABOUT YOU AND ME STEP OUTSIDE AND TALK ABOUT JUST HOW *WON*DERFUL YOU ARE TO *TRACK ME DOWN* LIKE THIS.
LOVE TO. I KNOW JUST THE PLACE.

THAT'S THE THING ABOUT NEW YORK, P. YOU GET THE BEST PIZZA HERE. I THINK IT HAS SOMETHING TO DO WITH THE QUALITY OF THE MOZZARELLA --

WHY ARE YOU DOING THIS?

BECAUSE I LIKE PIZZA.

THAT'S *NOT* WHAT I'M TALKING ABOUT.

YOU KNOW WHO AND WHAT I AM. YOU'VE CLEARLY BEEN KEEPING TABS ON ME, SINCE YOU KNOW ABOUT MY NEW JOB.

THAT'S CORRECT. I FIGURE YOU TOOK ON THE JOB TO DO SOME GOOD. I THINK IT'S A GREAT IDEA. FIGURED I'D DO THE SAME. IT'S LAUDABLE, IT'S DEDUCTIBLE...

...AND IT GOT YOUR ATTENTION.

LOOK, PETER, I KNOW YOU DON'T HAVE ANY REASON TO TRUST ME. AND I'M NOT SAYING YOU SHOULD.

ALL I'M SAYING IS THAT YOU'RE IN DANGER, AND THE INFORMATION I HAVE MAY HELP YOU SURVIVE IT.

AND WHAT'S THAT TO YOU?

WE'RE... KINDRED SPIRITS, REMEMBER? I KNOW THINGS ABOUT YOUR POWERS EVEN YOU DON'T KNOW. SO MAYBE YOU SHOULD AT LEAST HEAR ME OUT.

FINE. YOU WANT TO TALK? GO RIGHT AHEAD.

AND IT'S THE WATER THAT GOES INTO THE DOUGH, NOT THE MOZZARELLA, EVERYBODY KNOWS THAT...

SO WHAT DO YOU THINK YOU KNOW ABOUT MY POWERS THAT I DON'T? I MEAN, WHAT, CAN I TALK TO SPIDERS OR SOMETHING?

HOW DO YOU KNOW YOU CAN'T? HAVE YOU EVER TRIED?

NO.

SO GIVE IT A SHOT.

YOU'RE KIDDING.

IS THIS THE FACE OF A KIDDER? GO ON.

SO...HOW'S IT GOING? EAT ANY GOOD FLIES TODAY?

NOTHING.

OF COURSE NOT. BECAUSE INDIVIDUALLY, SPIDERS ARE MORONS.

THEN WHY --

I SAID *INDIVIDUALLY* SPIDERS ARE MORONS. BUT COLLECTIVELY, THEY FORM ONE, SINGULAR THOUGHT.

AND WHAT'S THAT?

WELL...THAT'S THE MYSTERY, ISN'T IT?

ASK A STUPID QUESTION YOU GET A STUPID ANSWER...

NO, PETER. IT'S NOT STUPID AT ALL.

YOU ASKED ME TO TELL YOU WHAT I KNOW ABOUT YOUR POWER THAT YOU DON'T. BUT IT'S NOT AS SIMPLE AS TELLING YOU WHERE THE RIGHT BUTTON IS ON THE DASHBOARD OF A NEW CAR. YOU HAVE TO RECONSIDER HOW YOU'VE LOOKED AT YOUR LIFE.

"ASK A SHAMAN OR AN EGYPTIAN PRIEST... ASK EVE WHEN THE SNAKE SPOKE TO HER AND OFFERED HER A GREAT DEAL ON PRODUCE. WE TELL STORIES, PUT ON MASKS, BUILD STATUES AND SAY PRAYERS TO A MEMORY.

"THE MEMORY THAT ONCE, WHEN THE WORLD WAS NEW, GREAT FORCES WALKED THE EARTH. FORCES THAT BRIDGED THE GAP BETWEEN HUMANS AND OTHER SPECIES."

WHO AND WHAT YOU ARE BRIDGES THE GAP BETWEEN SPIDER AND MAN. BUT YOU'RE NOT THE FIRST. THERE ARE TOTEMISTIC POWERS THAT GO BACK TO THE DAWN OF TIME. THEIR PRESENCE REMAINS WITH US ALMOST LIKE A RACE MEMORY.

WE DO THESE THINGS OUT OF AN ALMOST CELLULAR NEED TO RECREATE THAT TRUTH, TO GET A MOMENTARY TASTE OF TOTEMISTIC FORCE. SOME DO IT FOR RITUAL. OTHERS FOR A GREATER UNDERSTANDING OF THE WORLD AROUND THEM.

AND SOME DO IT TO PROJECT A SENSE OF POWER.

AND YOU SHOULD KNOW, PETER. YOU'VE *FOUGHT* MANY OF THEM.

LOOK, EZEKIEL, YOU MAY OR MAY NOT BE RIGHT ABOUT SOME OF THIS, BUT I *KNOW* WHO I'VE FOUGHT, AND NONE OF THEM ARE --

YOU'RE STILL NOT LISTENING.

YOU EVER HEAR THE PHRASE *"YOU KNOW A MAN BY HIS ENEMIES"*? LOOK AROUND...

"CAPTAIN AMERICA WOUND UP WITH GUYS LIKE BARON ZEMO AND THE RED SKULL.

"THE X-MEN GOT MAGNETO.

"THOR'S GOT LOKI...

ONE TYPE ATTRACTS ANOTHER, SIMILAR TYPE. GODS AGAINST GODS, PATRIOTS AGAINST PEOPLE WHO THINK THEY'RE PATRIOTS, MUTANTS AGAINST MUTANTS. THE KIND OF ENEMY YOU GET TELLS SOMEONE A LOT ABOUT THE KIND OF PERSON YOU ARE.

NOW CONSIDER YOUR SITUATION. FROM THE VERY BEGINNING, MORE THAN ANYONE ELSE OUT THERE, YOU HAVE BEEN BESET BY TOTEMISTIC PRETENDERS. AND THE KICKER IS...THEY PROBABLY DON'T EVEN REALIZE WHAT THEY'RE DOING.

"VULTURES AND CROCODILES, SCORPIONS AND COBRAS, JACKALS AND CATS AND FOXES AND OCTOPI AND EVERYTHING IN BETWEEN. *LOOK* AT THEM, PETER. LOOK AT THE PATTERN.

"THESE PEOPLE HAVE BEEN GUIDED BY URGES AND EVENTS OUTSIDE THEIR CONTROL, BEYOND EVEN THEIR UNDERSTANDING... BUT WHICH HAVE LED THEM TO EMBRACE A TOTEM, TO TRY AND GRAFT THE POWER OF THAT IMAGE ONTO THEIR OWN SOULS, THEIR OWN BODIES.

"OVER THE YEARS YOU FOUGHT THEM, AND STROVE WITH THEM, BUT YOU NEVER SAW THEM FOR WHAT THEY ARE.

"PRETENDERS."

"BUT IF THEY'RE PRETENDERS... THEN WHAT DOES THAT MAKE ME?"

"THE REAL DEAL, PETER.

"THE REAL DEAL..."

I SEE...

NO, YOU DON'T. NOT REALLY, AND NOT YET. BUT YOU WILL.

SO IF I'M THE REAL DEAL, WHERE DO YOU FIT INTO ALL OF THIS? HOW DID YOU GET YOUR... ABILITIES?

ME?

"MY ROAD... WAS NOT QUITE THE SAME AS YOURS."

"IT WAS NOT AS...PURE AS YOURS.

"I'LL TELL YOU ABOUT IT SOMETIME.

"I'M SURE YOU'LL GET A KICK OUT OF IT."

PRETENDERS ALWAYS HATE THE REAL DEAL. THEY MAY NOT EVEN RECOGNIZE THE IMPULSE FOR WHAT IT IS, BUT IT DRIVES THEM TO AN ALMOST PATHOLOGICAL HATRED TO DESTROY THAT WHICH THEY CAN NEVER BE.

AND IN THAT RESPECT, AS HUNTERS, THEY ARE ***STILL*** ONLY PRETENDERS. ***STILL*** ONLY ECHOES OF SOMETHING FAR DARKER...AND INFINITELY MORE LETHAL.

THE WORLD IS BUILT ON A SERIES OF CHECKS AND BALANCES. LIFE AND DEATH. HUNTERS AND PREY. TAKE A PARTICULAR INSECT OUT OF A BIRD'S ENVIRONMENT, THE ONLY INSECT IT CAN FEED ON...AND THE BIRD DIES.

JUST AS THERE ARE TOTEMISTIC FORCES, THERE ARE OTHER FORCES THAT FEED ON THEM.

AND ON THEIR INHERITORS OVER THE CENTURIES.

ON PEOPLE... LIKE YOU.

"ONLY A FEW OF THEM STILL WALK THE EARTH. THEY ARE USED TO HUNTING DOWN YOUR KIND. THEY HAVE DONE SO FOR UNCOUNTED CENTURIES. THEY CAN SUSTAIN THEMSELVES ON LESSER SOURCES FOR A WHILE, BUT EVERY SO OFTEN, THEY MUST GO BACK TO THE SOURCE, MUST DRINK DEEP, MUST FEED COMPLETELY."

"AND YOU'RE SAYING THAT ONE OF THEM HAS COME HERE? LOOKING FOR ME?"

"YES.

"YOU...AND TO A LESSER EXTENT, I...CAN SENSE HIS PRESENCE ON AN ALMOST CELLULAR LEVEL. I KNOW YOU'VE FELT HIM, FELT SOMETHING WRONG."

"SO WHY HASN'T HE COME AFTER ME?"

HMMM... I DON'T KNOW...

"OVER THE CENTURIES, THE FEEDING HAS TAKEN ON THE AIR OF RITUAL, OF FORMALITY. AT THIS MOMENT, YOUR ADVERSARY IS PROBABLY STILL PREPARING FOR THE HUNT, USING WHATEVER UNHOLY RITUALS MAY BE APPROPRIATE."

...DO YOU THINK THIS MAKES MY BUTT LOOK FAT?

NO, MORLUN.

SO HOW DOES THIS GUY --

MY PEOPLE BELIEVE HIS NAME IS MORLUN.

HOW DOES THIS MORLUN KNOW I'M THE ONE HE WANTS?

PETER...*YOU DRESS LIKE A SPIDER.* THIS WAS NOT YOUR BEST MOVE. I MEAN, YOU PUT THE SOURCE OF YOUR POWER *RIGHT THERE ON YOUR CHEST.*

OKAY --

WHAT IF CAPTAIN AMERICA CALLED HIMSELF SUPER-SERUM MAN, OR THE HULK WAS GAMMA-RAY MAN, OR --

ALL RIGHT, ALL RIGHT, JEEZ...

I WAS FIFTEEN YEARS OLD, CUT ME A LITTLE SLACK, HERE.

HERE YOU GO.

AND HERE'S ANOTHER THING... YOU WALK INTO MY LIFE, YOU GIVE ME GRIEF ABOUT WHAT I'VE DONE WITH IT... YOU CAN DO SOME OF THE THINGS I CAN DO. WHAT HAVE *YOU* DONE WITH IT?

YOU WANNA KNOW?

YEAH, I WANNA KNOW.

OKAY. C'MON.

GOOD.

TAXI!

...EEP!

YOU WORK IN THIS PLACE?

I *OWN* THIS PLACE.

HERE YOU GO. KEEP THE CHANGE.

...EEP!

GOOD AFTERNOON, MR. SIMS...

HOW YOU DOING, MR. SIMS...

WELCOME BACK, MR. SIMS...

GOT YOUR ELEVATOR RIGHT HERE, MR. SIMS...

AFTERNOON... THANKS.

THIS WAY.

HELTER SKELTER...HELTER SKELTER...

WAITAMINIT --

...DEE-DEE- DEE-DEE-DEE-DEE...HELTER SKELTER...

YOU'VE ACTUALLY GOT A *MUZAK* VERSION OF *HELTER SKELTER*?

I FIND IT KEEPS THE EMPLOYEES ON THEIR TOES.

THIS IS THE HUB OF THE COMPANY. WE IMPORT AND EXPORT PRODUCTS TO EVERY COUNTRY ON THE PLANET.

IN ADDITION TO OTHER SUBSIDIARY BUSINESSES WE OWN IN MANUFACTURING, TEXTILES, CLOTHING --

WERE YOU BORN INTO ALL THIS, OR --

NO. USING MY...OUR...SPECIAL ABILITIES, I WAS ABLE TO PARLAY MY TALENTS INTO A CONSIDERABLE FORTUNE.

I'M SURPRISED YOU HAVEN'T DONE THE SAME THING. I MEAN, THE IDEA OF USING YOUR ABILITIES TO EARN MONEY MUST HAVE OCCURRED TO YOU AT ONE TIME OR ANOTHER.

YEAH... YEAH, IT DID...

"EVEN GAVE IT A SHOT ONCE."

STOP! THIEF!

NOT MY PROBLEM.

"PETER...?"

"SO WHAT HAPPENED?

IT'S... A LONG STORY. WHAT MATTERS IS THAT I LEARNED SOMETHING. SOMETHING MY UNCLE BEN TAUGHT ME.

WITH GREAT POWER THERE MUST ALSO COME GREAT RESPONSIBILITY.

UMM, HMM...
AND THEN WHAT?
AND THEN WHAT, WHAT?
"WITH GREAT POWER COMES GREAT RESPONSIBILITY."
RIGHT...
SO WHAT COMES WITH GREAT RESPONSIBILITY? WHAT'S THE OTHER HALF OF THE EQUATION? POWER? FREEDOM? GUILT?
I...I DON'T... I MEAN...
YOU ENJOY DOING THIS, DON'T YOU?
OF COURSE NOT.
THIS... IS YOUR OFFICE?
YOU APPROVE?
I'LL TAKE TWO.
UNFORTUNATELY, THE...OFFICE...I WOULD LIKE YOU TO CONSIDER HAS A BIT LESS OF A VIEW.
NONE AT ALL, TO BE PRECISE.
AN OFFICE?
PLEASE... STEP INSIDE.
I HAD MY BEST ENGINEERS WORKING ON THIS FOR ALMOST TWO YEARS. IT'S TWO FEET OF SOLID STEEL, WRAPPED AROUND AN ADAMANTIUM CORE. IT HAS SELF-CONTAINED RECYCLING SYSTEMS FOR AIR AND WATER, A FOUR MONTH SUPPLY OF FOOD BENEATH THE FLOOR.
FOR THE SAME AMOUNT OF MONEY, I COULD'VE BOUGHT A SMALL LATIN AMERICAN COUNTRY.

WHAT IS IT? SOME KIND OF BOMB SHELTER?

SOMETHING LIKE THAT. I BUILT IT FOR YOU. EVEN BEFORE I FINALLY FOUND OUT WHO *YOU* WERE. WELL, WHO HE WAS. SPIDER-MAN.

I HIRED SIX OF THE BEST PRIVATE INVESTIGATORS ON THE PLANET. HAD THEM ALL WORKING ON INDIVIDUAL PIECES, THEN COLLATED THE FINAL DATA MYSELF. NO ONE ELSE IN THE COMPANY KNOWS YOUR SECRET.

OVER THE YEARS, I'VE... DONE VERY WELL BY MYSELF, BY THE BOARD OF DIRECTORS, MY EMPLOYEES... BUT LATELY, I'VE BEGUN TO WONDER IF I COULD'VE USED MY ABILITIES TO DO WHAT YOU'VE DONE. MAKE A DIFFERENCE.

I ADMIRE YOU, PETER. I LOOK AT WHAT YOU'VE DONE AGAINST OVERWHELMING ODDS... AND I THINK... I'VE BLOWN IT. I'M FIFTY-SEVEN YEARS OLD, AND I'VE DONE NOTHING TO MAKE THE WORLD A BETTER PLACE.

WHAT I CAN DO, THOUGH... IS SAVE YOU. FROM MORLUN. I'VE DONE AS MUCH AS I CAN TO ENSURE THAT THIS ROOM IS DAMNED NEAR INDESTRUCTIBLE. IT'S RADIOACTIVELY NEUTRAL. I HOPE THAT WILL PREVENT HIM FROM BEING ABLE TO FIND YOU.

WITH LUCK, HE'LL THINK YOU'VE MOVED ON. BY THE TIME HE MAKES HIS WAY BACK HERE, MAYBE WE CAN... I DON'T KNOW...

EZEKIEL --

-- I'M...WELL, I'M FLATTERED THAT YOU'D DO ALL THIS. SPEND...ALL THIS. BUT I CAN'T JUST SIT IN HERE AND HIDE --

YOU CAN'T FIGHT HIM, PETER. OTHERS HAVE TRIED. THEY'VE ALL DIED. THE PART OF YOU THAT IS SPIDER WANTS TO HIDE FROM THIS, AND THAT'S THE CORRECT RESPONSE.

IF YOU TRY TO FIGHT HIM, HE'LL KILL YOU. I CAN'T PUT IT TO YOU ANY PLAINER THAN THAT. LET ME DO AT LEAST THIS MUCH WITH MY LIFE.

I CAN'T. I HAVE CLASSES TO TEACH --

THEY JUST GOT 100,000 DOLLARS, THEY'LL LET YOU SKIP CLASS FOR A WEEK OR TWO.

I HAVE RESPONSIBILITIES --

GREAT ONES, BUT NOTHING TO REWARD THEM.

THE CITY --

DOESN'T APPRECIATE YOU. THEY NEVER WILL.

LOOK, I APPRECIATE YOUR INTENTION, BUT I'M NOT GOING TO JUST HIDE FROM THIS GUY. WHO KNOWS WHAT HE'LL DO WHILE HE'S LOOKING FOR ME?

I'VE FACED GUYS BEFORE WHO SAID THEY WERE GOING TO KILL ME. HE ISN'T THE FIRST AND HE WON'T BE THE LAST. I'LL DEAL WITH IT.

PETER --

--LISTEN TO ME. YOU'VE NEVER FACED ANYONE... ANY*THING*... LIKE THIS BEFORE. HE'S BEEN DOING THIS FOR A THOUSAND YEARS. MAYBE LONGER. OTHERS LIKE YOU HAVE FACED HIM BEFORE.

NONE OF THEM SURVIVED.

HE *WILL* KILL YOU, PETER. AND I'D... I'D HATE TO SEE THAT HAPPEN. GIVE AN OLD MAN THE CHANCE TO DO FOR YOU WHAT YOU'VE DONE FOR OTHERS.

YOU KNOW WHAT COMES WITH GREAT RESPONSIBILITY, EZEKIEL?

WHAT?

ALL THAT.

GOOD NIGHT, EZEKIEL.

GOODBYE, PETER.

AS I WALK OUT OF THE BUILDING, I REALIZE THAT PETER PARKER HAS BEEN THE RECIPIENT OF A GREAT MANY KINDNESSES OVER THE YEARS.

SPIDER-MAN, ON THE OTHER HAND, HAS RECEIVED VERY FEW SUCH KINDNESSES. FOR A MOMENT THERE, IT WAS VERY NICE...TO BE ACCEPTED, TO BE OFFERED SANCTUARY.

BUT MOMENTS PASS.

IT'S WHAT THEY DO.

MORLUN...?

IS THERE ANYTHING YOU NEED? YOU'VE BEEN PRETTY QUIET SINCE WE GOT BACK. IS THERE ANYTHING I CAN --

NO. NOT ANYMORE.

I'M READY.

-- AND IT LOOKS LIKE ONCE AGAIN NOBODY IS GOING TO BE ABLE TO STOP THE YANKEES FROM HEADING FOR THE NEXT WORLD SERIES --

-- BZZZT --

WE INTERRUPT THIS BROADCAST FOR A SPECIAL BULLETIN.

REPORTS ARE COMING IN BY PHONE DESCRIBING A SCENE OF COMPLETE CARNAGE ON THE EAST SIDE, WE'VE DISPATCHED REPORTERS TO THE SCENE AND WE HOPE TO HAVE MORE INFORMATION TO YOU SHORTLY.

WE NOW RETURN YOU TO YOUR PREVIOUSLY SCHEDULED PROGRAM.

HELP! SOMEONE HELP!

HELLLLPPP!

I'VE GOT YOU! HANG ON!

ARE YOU ALL RIGHT, MA'AM?

YES, BUT --

AAAGGHH!

WHAT... ARE YOU ALL --

SPIDER-SENSE GOING NUTS... JUST LIKE BEFORE... SCREAMING HIDE --

-- HIDE --!

UNNGH!

I TASTE BLOOD AS I HIT THE CAR. NOTHING'S EVER HIT ME THAT HARD. NOT THE HULK. NOT THOR. NOBODY.

WELL, THAT WAS... THAT WAS --

AND FOR THE FIRST TIME, I DON'T HAVE A WISECRACK RIGHT AT HAND.

BECAUSE NOTHING'S FUNNY ANYMORE.

AMAZING SPIDER-MAN #33

ALL FALL DOWN

OKAY, QUICK INVENTORY WHILE MY HEAD'S STILL CLEARING.

ARRIVE IN TIME TO SAVE PEOPLE FROM FIRE. CHECK.

JUST BEEN HIT HARDER THAN ANYBODY'S EVER HIT ME BEFORE. CHECK.

BAD GUY STANDING THERE, WAITING FOR ME TO FIGHT BACK. CHECK.

WILLINGNESS TO OBLIGE?

BIG OL' CHECK.

UNGH!

HUNH!

YEAH!

NUTS...

UNF!

AGH --

CRUMMP

GOTTA BUY SOME TIME HERE. REGROUP.

Y'KNOW, MOST OF THE GUYS I FIGHT SPEND A LOT OF TIME TELLING ME WHY THEY'RE DOING IT --

-- THEIR MOTIVES, THE REASONS THEY DON'T LIKE ME, HOW THEY NEVER GOT ENOUGH LOVE AS KIDS, WHICH THEY DIDN'T DESERVE BECAUSE THEY WERE PSYCHOS EVEN THEN --

MISSED ME, BY THE WAY.

--THE USUAL BORING, SELF-INDULGENT BAD GUY RANT.

SO, SUNSHINE, YOU GOT ANYTHING YOU WANT TO TELL OL' DOC SPIDEY? I PROMISE I'LL KEEP IT STRICTLY CONFIDENTIAL. JUST YOU AND ME, AND THE STAFF AT BELLEVUE.

I LIKE YOU. YOU'RE FUNNY.

DON'T TELL ME, TELL LETTERMAN.

I'VE BEEN TRYING TO GET ON HIS SHOW FOR *YEARS.*

I HAVE NO SPECIAL DESIRE TO SEE YOU DEAD.

SEE? ALREADY WE HAVE SOMETHING IN COMMON.

IT IS, HOWEVER, QUITE NECESSARY.

OH.

HERE IS HOW IT WILL HAPPEN.

YOU WILL RUN. I WILL PURSUE.

I DO NOT TIRE. I DO NOT GROW WEARY. I DO NOT GIVE UP.

YOU MAY GET AHEAD, BUT EVENTUALLY I WILL CATCH UP. NOW THAT I HAVE FOUND YOU, I WILL *ALWAYS* BE ABLE TO FIND YOU, WHEREVER YOU MAY HIDE.

THIS MAY TAKE HOURS OR DAYS. THE LONGEST WAS A WEEK. BUT IN TIME YOU WILL TIRE.

AND THEN YOU WILL DIE.

BUT I GIVE YOU MY SOLEMN WORD.

IT'S NOTHING PERSONAL.

WAITAMINNIT... YOU'RE SAYING YOU'RE GONNA KILL ME AND IT'S NOTHING PERSONAL?

NOTHING *PERSONAL?*

LISTEN, BUDDY, I'VE FOUGHT EVERY KIND OF NUTBALL ON THE PLANET. I'VE FOUGHT FREAKS, MUTANTS, ALIENS AND HIGH-TECH GANGS... HECK, I'VE FOUGHT MY OWN *COSTUME.*

AND YOU KNOW WHAT? YOU'RE THE FIRST ONE WHO'S REALLY TICKED ME OFF.

YOU *WANT* ME?

BRING IT ON, CHOWDERHEAD.

BRING IT ON.

I HIT HIM WITH EVERYTHING I'VE GOT.

HE KEEPS COMING.

I HIT HIM WITH EVERYTHING I CAN *FIND.*

HE KEEPS COMING.

HE DOESN'T TALK. HE DOESN'T SNARL. DOESN'T YELL, GLOAT, PREEN, CACKLE, THREATEN OR MOCK.

HE JUST KEEPS COMING.

SO I GO WHERE HE CAN'T. THIS TOE-TO-TOE STUFF IS FOR THE BIRDS.

BESIDES, BIRDS EAT SPIDERS.

YOU'RE LOOKING PRETTY WINDED THERE, SO I'LL JUST GO UP HERE AND --

-- GIVE YOU A --

-- BREAK...?

NO...

WATCH IT!

OW!

HE DOESN'T CARE WHO HE HURTS AS LONG AS HE GETS TO ME.

HELP!

LOOK OUT!

HAVE TO DRAW HIM AWAY FROM POPULATED AREAS. HE MAY BE ABLE TO CLIMB, BUT I'LL BET AUNT MAY'S FAVORITE CHAIR HE CAN'T... DO...

...THIS!

FIFTEEN STORIES UP AND TWO BLOCKS DOWN. THAT OUGHT TO BUY ME ENOUGH TIME TO FIGURE OUT HOW TO BEAT THIS GUY.

IT'S NOT LIKE HE SEEMS TO HAVE ANY SPECIAL POWERS. HE CAN'T BURST INTO FLAME, HE DOESN'T HAVE TENTACLES, WINGS, CROCODILE TEETH... I'LL BET HE DOESN'T EVEN HAVE AN AMERICAN EXPRESS CARD.

HE'S JUST REALLY STRONG.

REALLY, REALLY STRONG.

BUT SO AM I. AND UP HERE THERE'S NOBODY TO GET IN THE WAY, NO CIVILIANS TO --

CAN'T BE... NOBODY'S THAT --

-- FAST.

WHUNF!

HEY! HEY! HEEEEEEYYY!!

WEB-SHOOTERS! CAN'T GET TO MY WEB-SHOOTERS!

ARE YOU INSANE?! WE'LL BOTH DIE!

NO. JUST YOU.

GOT TO GET FREE... GOT TO GET FREE... GOT... TO... GET...

YES...!

YES!

UNNGH!

NO... NO TICKERTAPE PARADE FOR ME NOW, THAT'S FINE... I'M JUST PROUD TO HAVE BEEN THE FIRST MAN TO WALK ON THE SUN...

I'LL... BE GOING NOW, THANKS EVER...

PPY BIR

45

MISTER? MISTER, ARE YOU OKAY?

...GIVE ME... GIVE ME...

MY HAND?

YOUR SELF.

AIEEGH!

AIEEEEEEEEE

NO!

LET -- HER --

-- GO!

NO MORE CIVILIANS, YOU HEAR ME?! THIS IS BETWEEN *US*, DAMN IT!

TOMMY

YOU WANT A FIGHT?

YOU'VE *GOT ONE!*

FALL.

FALL, DAMN YOU.

THROOM

FALL!

NO!

DOWN! GET DOWN!

GET UP... GET ON YOUR FEET, PETER... GET ON YOUR FEET... HE'S COMING HE'S COMING HE'S--

AARGH!

AAGGHH!

CHEST ON FIRE... RIBS CRACKED... MAYBE BROKEN...

...CAN'T LET HIM KNOW... CAN'T...

GOT TO PUT SOME ROOM BETWEEN US... DRAW HIM AWAY FROM THE CIVILIANS AGAIN.

HE KEEPS COMING... SILENT, SO SILENT. I FIND MYSELF ALMOST WISHING HE WOULD TAUNT ME... THAT HE'D SAY SOMETHING, ANYTHING...BECAUSE VANITY IS A WEAKNESS AND RIGHT NOW --

-- I DON'T SEE ANY OTHER WEAKNESSES.

MY ONLY CHANCE FOR NOW IS TO STAY AHEAD OF HIM AS MUCH AS I CAN.

THIS IS GONNA HURT --

-- REAL --

...BAD...

-- SO I'M TELLING YOU, PAUL, I SAID TO THIS GUY, THIS NETWORK WEASEL, I SAID, BUDDY, THIS IS A CONVERSATION THAT CAN ONLY END IN A GUNSHOT.

CLAP CLAP CLAP CLAP CLAP

LETTERMAN'S ON... SO WE'VE BEEN AT THIS FOR... THREE HOURS? HOW CAN HE KEEP GOING? THIS IS INSANE.

MAYBE IF SPIDER-MAN DISAPPEARS, HE'LL GO BACK TO WHEREVER HE GOES WHEN I'M NOT AROUND TO ATTACK.

I NEED JUST A LITTLE TIME TO CATCH MY BREATH, TO --

-- OH MAN... OH, THAT'S --

NO... COME ON, NO WAY, NO...

...WAY.

I SAID, NOW THAT I HAD FOUND YOU, I COULD ALWAYS FIND YOU.

DON'T SUPPOSE YOU'VE GOT A CAN OF SPINACH BACK THERE, DO YOU...?

HUH?

SIGH...SKIP IT...NOBODY WATCHES CARTOONS ANYMORE...

HE DOESN'T GET TIRED... ONLY GETS STRONGER AS HE GOES... BUT HE KNOWS I'M EXHAUSTED--

AND DAMN HIM, HE KNOWS EXACTLY WHAT IT TAKES TO PULL ME IN AGAIN.

I WON'T LET AN INNOCENT BE HURT.

BUT I'M AN INNOCENT TOO, AREN'T I?

WHAT DID I DO... THAT I SHOULD DIE LIKE THIS?

AND...

NO... YOU'RE NOT GOING TO DIE, PETER. YOU'RE NOT GOING TO DIE AND YOU'RE NOT GOING TO KEEP LETTING HIM DO WHATEVER HE WANTS --

-- TO WHOMEVER HE WANTS.

YOU'VE GOT THE COSTUME. YOU'VE GOT THE POWER.

YOU'RE SPIDER-MAN.

ACT LIKE IT.

GREAT POWER.

GREAT RESPONSIBILITY.

AND A GREAT LEFT HOOK.

OKAY...OKAY, PAL...THIS IS WHERE YOU GET YOUR --

OH, NO --

-- GAS!

TOO FAR... NOT GOING TO REACH IT IN TIME...

STUPID... THOUGHT HE'D KILL US BOTH, HE ONLY GOT HIMSELF, ONLY --

...NO...

ONE CHANCE... ONE PERSON WHO CAN HELP... JUST HAVE TO GET THERE IN ONE PIECE.

FRESH CLOTHES, DEX.

YES, MORLUN.

HE'S GOOD. JUST...

WHAT, MORLUN?

THERE'S SOMETHING... *WRONG* ABOUT HIM. STILL, HE HAS WHAT I REQUIRE, AND THAT IS ALL THAT MATTERS.

IT'S ALL THAT HAS EVER MATTERED.

KRAACK

EZEKIEL...YOU KNOW MORE ABOUT THIS MORLUN THAN I DO...I NEED YOUR HELP...

I CAN'T. I'M SORRY, BUT IT'S TOO LATE.

YOU'RE GOING TO DIE AND THERE'S NOTHING ANYONE CAN DO ABOUT IT.

NOTHING.

AMAZING SPIDER-MAN #34

MELTDOWN

THE UNIVERSE GIVETH AND THE UNIVERSE TAKETH AWAY.

Simms

BUT RIGHT NOW THE UNIVERSE SEEMS TO BE SPENDING A LOT MORE TIME TAKETHING THAN GIVETHING.

THIS PLACE WAS SUPPOSED TO BE A SHELTER AGAINST MORLUN, THE GUY WHO'S SMEARED ME ACROSS MOST OF NEW YORK CITY.

NOW EZEKIEL TELLS ME IT'S USELESS.

AND THE HITS JUST KEEP ON COMING.

WHAT DO YOU *MEAN* IT'S TOO LATE?

THIS SHELTER -- ADAMANTIUM ALLOYS, THE AIR RECYCLING SYSTEM, THE REINFORCED STEEL SKIN -- WAS DESIGNED TO HELP KEEP MORLUN FROM FINDING YOU. IN TIME, HE WOULD HAVE GIVEN UP AND GONE ELSEWHERE.

BUT ONCE HE TOUCHED YOU... ALL THIS BECAME IRRELEVANT. HE CAN FIND YOU WHEREVER YOU GO.

YOU CANNOT RUN. YOU CANNOT HIDE.

YOU CAN ONLY FIGHT. AND EVENTUALLY DIE.

THAT'S IT. I'M SORRY.

SWELL.

WHAT HAPPENED TO "WE HAVE SIMILAR POWERS BUT I'M GETTING OLD AND I WANT TO DO ONE LAST GOOD THING WITH MY LIFE"?

I MADE YOU AN OFFER. YOU DECLINED.

OKAY, I GOT THAT PART, I'M PAST THAT. YOU KNOW WHAT I'M UP AGAINST. HOW ABOUT A HELPING HAND?

I CAN'T. YOU'RE THE MAIN TARGET, THE ONE ON WHOM HE CAN MOST FULLY FEED. THE PURER THE SOURCE, THE MORE HE CAN ABSORB.

BUT I'M CLOSE ENOUGH TO BE A PRETTY DECENT APPETIZER. THAT'S WHY I'VE BEEN CAREFUL TO AVOID HIM. SO FAR I DON'T THINK HE EVEN KNOWS I EXIST.

I CAN'T RISK EXPOSING MYSELF TO HIM, NOT EVEN FOR YOU.

THEN AT LEAST GIVE ME SOMETHING I CAN USE.

I'VE NEVER ASKED FOR MUCH. LIKE EVERYBODY ELSE, I KNOW THE ODDS ARE ALWAYS AGAINST US. THAT'S JUST THE WAY THE UNIVERSE WORKS. I DON'T WANT GUARANTEES, PROMISES, ASSURANCES OR FALSE HOPES.

ALL I'VE EVER ASKED IS FOR ONE CHANCE TO TRY, TO STAND ON MY OWN FEET AND GIVE IT MY BEST SHOT. SUCCEED OR FAIL, LIVE OR DIE, IF I KNOW I TRIED, THEN I CAN ACCEPT WHATEVER HAPPENS.

I'M SORRY, PETE. I HAVE MORE MONEY THAN I EVER WANTED. I CAN BUY YOU ANYTHING YOU WANT.

BUT I CAN'T GIVE YOU THIS. I DON'T KNOW ANY WAY TO STOP MORLUN, LET ALONE BEAT HIM.

YOU'RE ON YOUR OWN.

WELL... IT WON'T BE THE FIRST TIME.

GOODBYE, EZEKIEL.

AS I TRY TO KEEP MY CRACKED RIBS FROM GRINDING, I WEIGH MY REMAINING OPTIONS THAT DON'T INVOLVE GETTING TURNED INTO A WET SPOT ON THE CONCRETE.

OPTION ONE: I CAN GET ON A PLANE AND GET OUT OF THE COUNTRY. BUT THERE'S NO TELLING HOW MUCH DAMAGE HE'LL DO ONCE HE REALIZES I'M GONE... TO TRY AND PULL ME BACK AGAIN.

OPTION TWO...

OPTION TWO...

DAMN... THERE'S NEVER A GOOD OPTION TWO AROUND WHEN YOU REALLY NEED ONE. AND WORST OF ALL...

I THINK HE'S DECIDED NOT TO WAIT AROUND FOR ME TO SHOW UP AGAIN.

I CAN'T... I HAVE OBLIGATIONS.

I HAVE RESPONSIBILITIES.

I HAVE A BOARD OF DIRECTORS AND SHAREHOLDERS AND ACCOUNTANTS AND ANNUAL REPORTS AND AN ITINERARY.

I HAVE...

...TO GO TO WORK NOW.

YEP. THIS HAS GOT MORLUN'S FINGERPRINTS ALL OVER IT. BUT WHERE IS --

JEWELERS

HERE.

RAGE.

DON'T. YOU. EVEN. FREAKIN'. *THINK.* ABOUT. IT.

FETCH.

I SEE HIM... I SEE HE HAS... AND IN THAT INSTANT THE PAIN IS GONE, THE FATIGUE IS GONE, EVERYTHING IS GONE WITH ONE EXCEPTION.

RAGE AGAINST THE BULLIES WHO BEAT ME AS A KID. RAGE AGAINST EVERY STEROID-CRAZED FREAK WHO THINKS HE SHOULD TURN INNOCENT BYSTANDERS INTO PULP JUST BECAUSE HE CAN.

RAGE AGAINST THE PEOPLE WHO JUST DON'T GIVE A DAMN WHO THEY HURT.

GOT YOU!

LOOK OUT!

BUT I ALREADY KNOW HE'S COMING, EVEN IF I COULDN'T FEEL HIM, I KNOW HE'D BE THERE, TAKING ADVANTAGE OF THE SITUATION.

NOT THAT I CARE ANYMORE.

I JUST WANT A PIECE OF THE CREEP.

YAAAAAHH!

I GET IN SOME GOOD SHOTS. HE BARELY FEELS THEM.

BUT I FEEL EVERY ONE OF HIS. DOESN'T MATTER.

JUST KEEP SWINGING. JUST...KEEP...SWINGING.

THIS PROBABLY WON'T WORK. BUT I'VE GOTTA TRY EVERYTHING.

NOT THAT YOU NEED A FASHION CONSULTANT OR ANYTHING...WELL, MAYBE A GOOD PSYCHOLOGIST... AND AS MUCH AS I LIKE A GOOD GOTH COAT --

-- I THINK IT JUST NEEDS SOMETHING A LITTLE EXTRA. WEBBING, MAYBE.

I POUR IT ON, RUNNING BOTH WEB-SHOOTERS DOWN TO HALF-CAPACITY.

IT'S ENOUGH TO HOLD A SIXTEEN TON TRUCK.

TOO BAD HE'S NOT A SIXTEEN TON TRUCK.

WELL, THAT'S JUST GREAT...

...DO YOU KNOW HOW MUCH THAT STUFF COSTS? SPIDER-WEBS DON'T JUST GROW ON TREES, YOU KNOW.

WELL, ACTUALLY, THEY DO, BUT WHY QUIBBLE?

RA-SALON

TONY'S DELI

HE ONLY GOES NUTS WHEN I GET TOO FAR AHEAD. SO THE KEY IS TO STAY JUST FAR ENOUGH AHEAD TO BUY TIME WITHOUT FORCING HIM TO GO AFTER OTHERS TO SLOW ME DOWN OR BRING ME BACK.

JUST ONE THING I'M GONNA NEED.

BUT THE LACK OF POCKETS STRIKES AGAIN.

THWIP

BLIND! PLEASE GIVE!

HEY! YOU'RE NOT SUPPOSED TO DO THAT!

YEAH, AND YOU'RE SUPPOSED TO BE BLIND.

TOUCHE.

-- AND THE THING ABOUT MR. PARKER IS, HE ***WANTS*** TO BE HERE. SOME OF THE OTHER TEACHERS, IT'S LIKE THEY HAVE TO BE HERE BECAUSE THEY CAN'T DO ANYTHING ELSE. BUT HE'S LIKE --

YES? OH, HELLO, MR. PARKER.

OH, I'M SORRY YOU CAN'T MAKE IT IN TODAY. YES, EVERY TEACHER HAS FOUR SICK DAYS, BUT USUALLY THEY SAVE THEM FOR AFTER THEY'VE BEEN TEACHING FOR A WHILE...

NO, I DON'T THINK THAT WAS AN ATTEMPT AT COMMENTARY, JUST AN OBSERVATION.

IT'S JUST THAT MOST ***REAL*** SICKNESSES START THE NIGHT BEFORE, NOT AN HOUR BEFORE CLASS, SO --

THANK YOU FOR THE SUGGESTION, BUT I DON'T THINK THAT'S ANATOMICALLY POSSIBLE, MR. PARKER.

EXIT

I'M TIRED. I'VE BEEN FIGHTING THIS GUY FOR NEARLY TWELVE HOURS STRAIGHT, I HAVEN'T HAD ANYTHING TO EAT OR DRINK... AND HE'S NOT EVEN TIRED.

BUT I AM. I'M HURT AND I'M TIRED AND I WANT TO GO HOME AND I WANT TO SLEEP AND I DON'T WANT TO BE HERE... AND I THINK...

CAN I LET THIS ONE GO? CAN I LET IT BE SOMEONE ELSE'S PROBLEM, JUST FOR A MINUTE, SO I CAN REST?

TIFF '82

I CAN HEAR THE SCREAMS STARTING AGAIN EVEN AS I HANG UP THE PHONE, AND I KNOW IT'S HIM, DRAWING ME OUT AGAIN... AND I THINK...

AM I THAT PREDICTABLE?

NO. I CAN'T.

BUT I WISH I COULD. GOD, BUT I WISH I COULD.

PLEASE! I... I DIDN'T DO ANYTHING, PLEASE!

PLEASE SCREAM AGAIN. I DON'T BELIEVE HE HEARD YOU.

I HEARD, ALL RIGHT.

WHOMP

UNGH!

COME ON, THAT HAD TO HURT.

MAYBE THAT'S THE WAY TO BEAT HIM, KEEP HIM AT ARM'S LENGTH, WHERE HE CAN'T REACH ME, AND WEAR HIM DOWN.

IT'S A GREAT THEORY.

BUT THE WEARING DOWN PART DOESN'T SEEM TO BE WORKING OUT AS WELL AS I'D HOPED FOR.

HEY! LEGGO, THAT'S MY --

UH, OH... WHAT'S HE --

NO!

THE WALL! I'M TOO CLOSE TO THE W--

AAAGHHH!

CAN'T BREATHE... GOD, I CAN'T BREATHE... CHEST'S ON FIRE... CAN'T MOVE....

COME ON, PETER... MOVE... MOVE!

AS I TOLD YOU, I REGRET THE NECESSITY OF THIS. YOU HAVE FOUGHT WELL, IF BRIEFLY.

BRIEFLY? BRIEFLY?! BRIEFLY MY DEAR AUNT FANNY.

...SCREW...

...YOU...

GOT IT!

AGH! AGGHH...

AGGHH...

YOU SEEM RATHER DISTRACTED, SIR.

HMM? OH, SORRY... NOTHING. YOU WERE SAYING --

I WAS SAYING THAT WE CAN MAXIMIZE OUR REVENUE STREAMS BY CONSOLIDATING THE OFFSHORE ACCOUNTS.

FURTHER, IF WE EXPAND THE FACILITIES AT MAZATLAN USING A LINE OF CREDIT INSTEAD OF SPENDING REAL MONIES, WE CAN USE THE CAPITAL TO...

NOT MUCH MONEY LEFT...

...I COULD TRY CALLING THE FF, BUT IF THEY'RE NOT IN TOWN... AND WHY THE HECK AREN'T MORE SUPER HEROES IN THE PHONE BOOK ANYWAY...

...DON'T BLACK OUT, DON'T BLACK OUT, YOU CAN'T AFFORD THAT...

THINK.

RING... RING... RING...

C'MON, ANSWER --

RING... CLICK

HI --

MJ? MJ, IT'S ME, IT'S --

phone

THIS IS MARY JANE, I'M AWAY FROM THE PHONE RIGHT NOW, BUT IF YOU'LL LEAVE YOUR NAME AND NUMBER I'LL GET BACK TO YOU AS SOON AS POSSIBLE.

phone

1
2 ABC
3 DEF
4 GHI
5
6 MNO
7 PRS
*

RING...RING...

CLICK

HELLO?

HI, IT'S ME.

PETER? ARE YOU ALL RIGHT?

YEAH... YEAH, AUNT MAY, I'M FINE --

YOU SOUND TERRIBLE. ARE YOU COMING DOWN WITH SOMETHING?

YEAH... I DUNNO... MAYBE... I'M JUST TIRED, THAT'S ALL. WANTED TO SEE HOW YOU WERE.

YOU'RE SO SWEET... ALWAYS LOOKING OUT FOR EVERYBODY ELSE.

I'M FINE, FINE. I'M GOING TO BE DROPPING OFF MY SPRING CLOTHES AT THE CLEANER'S TOMORROW MORNING. IF YOU LIKE, I COULD STOP BY YOUR PLACE AND PICK UP YOURS TOO ON THE WAY OUT.

OUT WITH THE WINTER CLOTHES, IN WITH THE SUMMER, RIGHT?

RIGHT... RIGHT... I... LISTEN, AUNT MAY --

PETER...?

YOU KNOW I LOVE YOU, RIGHT? I MEAN, I GET BUSY SOMETIMES, AND I MAY FORGET TO SAY IT, BUT I NEVER FORGET TO THINK IT.

YOU'RE MY FAVORITE AUNT IN THE WORLD, MAY. AND I LOVE YOU. WHATEVER HAPPENS, REMEMBER THAT.

PETER? I --

PLEASE DEPOSIT ANOTHER TWENTY-FIVE CENTS FOR THREE MINUTES.

I HAVE... I HAVE TO GO NOW. I'LL TALK TO YOU LATER.

PETER, WAIT, I --

TAKE CARE OF YOURSELF.

YOU TOO, PETER.

CLICK

I ALWAYS KNEW THAT SOONER OR LATER, I'D LOSE. IT'S MATH, YOU SEE. STATISTICS. NO ONE WINS FOREVER.

NO ONE.

ONLY THING THAT MATTERS IS HOW YOU FACE IT WHEN THE CARDS DON'T COME UP YOUR WAY.

I'M NOT AFRAID.

I'M TIRED, BUT I'M NOT AFRAID.

JUST SO YOU KNOW...

...I WON'T GO DOWN EASY.

AND THIS I SWEAR TO YOU... I WILL NOT GO DOWN ALONE.

...WON'T GIVE UP... WON'T GIVE UP... WON'T GIVE UP... WON'T GIVE UP... WON'T GIVE UP... WON'T...

...WON'T ...GGGGGGGG...

URNGH!

WHAT --

IT'S OKAY, P.

I CHANGED MY MIND.

IT'S A MOMENT... A MOMENT WHEN EVEN MORLUN SEEMS TAKEN ABACK.

AND IN THAT MOMENT, ODDLY ENOUGH, I FINALLY UNDERSTAND WHAT IT FEELS LIKE FOR SOMEONE ELSE TO LOOK UP AND SEE ME.

AND IT'S GREAT. TOTALLY, FREAKIN' GREAT.

BUT I ALSO KNOW THAT HE'S RISKED IT ALL BY TOUCHING MORLUN, WHO CAN NOW FIND EZEKIEL AT WILL IF I FAIL TO STOP HIM.

SO I'M JUST GONNA HAVE TO MAKE SURE THAT DOESN'T HAPPEN.

HEY! DIDN'T YOUR MOTHER EVER TELL YOU NOT TO TURN YOUR BACK ON PEOPLE? IT'S RUDE.

IT'S JUST THE WAY OF THINGS, P. NOBODY'S GOT ANY CLASS THESE DAYS.

INTERESTING. YOU'RE NOT PURE. NOT LIKE HIM.

BUT I WILL TAKE YOU ANYWAY.

WASTE NOT, WANT NOT.

WE GO AT HIM TOGETHER. IT'S A NEW EXPERIENCE, RELYING ON SOMEONE WITH SIMILAR POWERS TO WHAT I HAVE.

HIS INSTINCTS ARE THE SAME AS MINE, HIS MOVEMENTS MUCH LIKE MY OWN, IT'S LIKE FIGHTING SIDE BY SIDE WITH AN OLDER VERSION OF MYSELF.

I THINK MY UNCLE BEN WOULD'VE LIKED HIM. I THINK THEY WOULD'VE HAD A LOT IN COMM--

UNGH!

YES!

NO! LET HIM GO!

IT'S NOT FAIR! LET HIM GO! LET - HIM --

GO!

I'M SORRY... PETE... I THOUGHT I COULD HOLD MY OWN... I THOUGHT...

I'M SORRY...

EZEKIEL!

NO!

NICE...NOT FILLING, BUT NICE...THINK I'LL GO HAVE A CAPPUCCINO NOW, JUST TO WASH THAT DOWN...

MONSTER!

CATCH UP WITH YOU LATER.

I KEEP DIVING FOR OVER TWENTY MINUTES, LONGER THAN EVEN I CAN HOLD MY BREATH.

NOTHING.

HE CAME AND HE HELPED AND HE FOUGHT AND HE DIED AND IT WAS ALL FOR NOTHING. ALL FOR...

NO... MAYBE NOT...

BECAUSE EZEKIEL TOOK MORLUN OFF GUARD, HE WAS ABLE TO TAG HIM ONCE, REAL GOOD. JUST ONCE, BUT IT WAS ENOUGH.

ENOUGH TO MAKE HIM BLEED. UP UNTIL NOW, MORLUN'S KNOWN ALL HE NEEDS TO KNOW ABOUT ME, BUT I'VE KNOWN NOTHING ABOUT MORLUN.

THAT JUST CHANGED.

I DON'T KNOW HOW MUCH TIME I HAVE, HOW MUCH TIME EZEKIEL BOUGHT ME. BUT HE GOT ME SOMETHING EVEN MORE IMPORTANT THAN TIME. SOMETHING I DIDN'T HAVE UNTIL NOW.

HE BOUGHT ME A CHANCE.

AND THAT'S ALL I'VE EVER NEEDED. JUST A CHANCE.

I MAY NOT BE REED RICHARDS, BUT BY GOD I'M A SCIENTIST, AND I'VE GOT THE EQUIPMENT TO PROVE IT. OKAY, MOST OF IT CAME FROM CATALOGS, BUT STILL --

AH-HA!

HIS BLOOD IS AN AMALGAM OF EVERY KIND OF CELL: ANIMAL, BIRD, HUMAN AND INSECT. PUREST FORMS OF DNA I'VE EVER SEEN.

THAT EXPLAINS HOW HE CAN GO AFTER ME OR ANYONE ELSE EZEKIEL DESCRIBED AS A TOTEM.

MY GUESS IS THAT THE CELLS BREAK DOWN OVER TIME AND REQUIRE PERIODIC RECHARGING FROM A SOURCE LIFE-FORM IN EACH CATEGORY.

THE PURER THE SOURCE, THE STRONGER THE CHARGE.

THAT'S WHY HE WANTS ME. EZEKIEL THINKS THAT I'M CLOSER TO THIS TOTEMISTIC SOURCE.

TRUTH IS, I'VE NEVER ENTIRELY ACCEPTED HIS STORY.

MAYBE IT'S TRUE. MAYBE IT ISN'T. I DON'T HAVE ENOUGH INFORMATION TO MAKE AN INFORMED DECISION.

BUT I DO KNOW ONE THING.

WHATEVER MORLUN MAY THINK, I'M NOT PURE. AND THAT MAY BE MY ONE CHANCE TO BEAT HIM.

AND I INTEND TO DO JUST THAT.

SOUTHERN NEW YORK NUCLEAR POWER PLANT.

-- SO HE SAYS TO ME, "HOW CAN YOU WATCH THAT BABYLON 5 CRAP? I MEAN, IT TAKES FIVE YEARS TO PAY OFF SOMETHING YOU SEE IN YEAR ONE!" AND I SAID, "THAT'S EXACTLY IT!"

THAT'S GREAT, I --

CAUTION

OH, JEEZ...THAT'S THE REACTOR ALERT!

THIS IS THE PLANT SUPERVISOR...YOU ARE INSTRUCTED TO EVACUATE IMMEDIATELY...I REPEAT...EVACUATE THE FACILITIES AT ONCE...

A LITTLE WORK ON THE WIRES, A LITTLE JIGGLING OF THE EQUIPMENT... A LITTLE WEBBING TO LOCK THE RIGHT PEOPLE OUT OF THE BUILDING...

...AND VOILA, ONE SIMULATED MELTDOWN AND NOBODY AROUND TO GET IN THE WAY.

I FIGURE IT'LL TAKE ABOUT THREE HOURS FOR THE FEDERAL EMERGENCY TEAMS TO SHOW UP AND GET INSIDE TO FIND OUT IT'S A FALSE ALARM. BUT THAT'S ALL I NEED.

WE'RE GONNA DANCE, YOU AND I, MORLUN. AND THIS IS GONNA END, RIGHT HERE, RIGHT NOW, FOREVER.

BECAUSE I'VE REACHED MY OWN CRITICAL MASS.

AND I'M TAKING YOU WITH ME.

ADVANCED CHEM
SCIENCE TODAY

I CAN FEEL MORLUN APPROACHING. ALMOST HERE.

COMING OUT

AND I'M ALMOST OUT OF TIME. LITERALLY, FIGURATIVELY, AND IN EVERY OTHER SENSE OF THE WORD.

THERE ARE THINGS WE DO BECAUSE WE NEED TO, OR WE WANT TO, OR WE THINK WE REALLY OUGHT TO...

AND THERE ARE THINGS WE DO ONLY BECAUSE WE'RE DESPERATE AND THERE'S NO OTHER CHOICE. USUALLY THEY INVOLVE THE VERY REAL POSSIBILITY OF DYING.

THIS IS ONE OF THEM.

I CAN'T KID MYSELF. THIS COULD KILL ME EVERY BIT AS EFFECTIVELY AS MORLUN.

IF IT DOES, THEN AT LEAST I'LL DENY HIM THE PLEASURE OF FEEDING OFF THE SPIDER IN ME.

SECTOR 64

HEY! STOP!

IT'S NOT MUCH OF A CONSOLATION. BUT IT'S ALL I'VE GOT.

HE'S INSIDE. WAIT FOR ME HERE.

TIME TO END THIS.

YES, MORLUN.

ORGANIC FLUID SUSPENSION COMPOUND. CHECK. BUFFERING COMPOUND. CHECK. ACCEPTABLE RADIATION LEVELS...

UNKNOWN. WHAT I CAN CONTROL IS THE AMOUNT OF FLUID I INJECT. TOO LITTLE AND IT WON'T HAVE ANY EFFECT. ASSUMING IT HAS ANY EFFECT AT ALL.

TOO MUCH AND IT'LL BOIL MY BLOODSTREAM, FRY MY INTERNAL ORGANS, MELT MY ARTERIES AND COOK MY HEART FASTER THAN AUNT MAY'S MICROWAVE.

SHHHHHHTT

WHAT THE HELL... I NEVER WANTED TO LIVE FOREVER ANYWAY.

AAAAAAAAGGGGGHHH!

THE PAIN IS BEYOND DESCRIPTION.

BEYOND IMAGINATION.

EVERY NERVE IS ON FIRE.

MY HEART, READY TO BURST.

I CAN'T MOVE.

AND I SUDDENLY WONDER --

-- HAVE I JUST MADE A TERRIBLE MISTAKE?

CURIOUS... I THOUGHT I HEARD A --

AH... IT WOULD APPEAR THAT I DID.

NOT THAT IT'LL MEAN MUCH TO YOU IN YOUR CURRENT CONDITION, BUT YOU'LL BE PLEASED TO KNOW THAT THE ENERGY I TAKE FROM YOU AT THE MOMENT OF YOUR DEATH, THE PURE SPIDER WITHIN YOU, WILL SUSTAIN ME FOR AT LEAST ANOTHER HUNDRED YEARS.

SO WHILE YOUR SACRIFICE WAS INEVITABLE AND UNWILLING...AT LEAST IT WAS IN A WORTHY CAUSE.

NOTHING TO SAY? UNTIL NOW YOU'VE BEEN TALKING FOR BOTH OF US. I DON'T HAVE YOUR SKILL. I HARDLY KNOW WHAT TO SAY. WELL, EXCEPT --

-- GOODBYE.

AAAAGGGHHHHHH!

GET AWAY FROM ME!

I...I DON'T UNDERSTAND, WHAT --

TYPICAL, ISN'T IT?

JUST WHEN YOU THINK YOU KNOW SOMEONE...THEY SURPRISE YOU.

YOU WANTED TO FEED ON THE SPIDER IN ME, BECAUSE IT WAS PURE...RIGHT FROM THE SPIDER'S MOUTH SO TO SPEAK.

JUST ONE PROBLEM.

I MAY BE MANY THINGS... A SNAPPY DRESSER, A GOOD DANCER, AND OVERALL A HECK OF A NICE GUY ONCE YOU GET TO KNOW ME. BUT THERE'S ONE THING *I'M NOT.*

I'M NOT PURE.

THE SPIDER THAT BIT ME HAD BEEN SUBJECTED TO A MASSIVE DOSE OF RADIATION.

WHATEVER THE SPIDER HAD BEEN BEFORE THAT MOMENT, WHATEVER ITS INTENTIONS, IF ANY, WHATEVER POWERS IT CARRIED, IF ANY...ALL THAT CHANGED WITH THE RADIATION.

EZEKIEL ASKED WHICH CAME FIRST, THE CHICKEN OR THE EGG... THE RADIATION OR THE SPIDER? THE TOTEM OR THE ISOTOPE.

YOU KNOW WHAT I SAY?

I SAY IT DOESN'T MATTER TO WHO I AM, WHY I AM OR WHAT I AM.

MAYBE THE SPIDER FINALLY GOT SMART AND DECIDED TO EVOLVE TO THE NEXT LEVEL. MAYBE IT GOT STUPID AND WAS WHERE IT SHOULDN'T HAVE BEEN.

EITHER WAY, THE SPIDER AND THE RADIATION MET IN THE LAB, GOT HITCHED IN THE TEST TUBE, AND TOGETHER THEY PRODUCED... ME.

A CHILD OF THE SPIDER. FIRST COUSIN TO THE ATOM.

YOU CAN HANDLE THE FIRST. THAT'S WHAT YOU LIKE. THAT'S WHAT YOU FEED ON.

BUT RADIATION... *AH*, THAT'S A LITTLE HARDER TO SWALLOW, ISN'T IT?

AFTER THE FIRST DOSE, I ALWAYS WONDERED IF I COULD SUSTAIN ANOTHER DOSE... OR IF IT WOULD KILL ME. BUT I NEVER HAD A REASON TO TEST THE EQUATION. TO TAKE THAT CHANCE.

TILL NOW.

TILL YOU.

CONGRATULATIONS, SUNSHINE... YOU JUST REAPED THE WHIRLWIND.

I CAN FEEL THE RADIATION BURNING INSIDE ME... BUT I CAN HANDLE THE PAIN NOW.

BUT HE CAN'T.

GET AWAY FROM ME -- UNGHHH!

EVERY TIME I HIT HIM, INSTEAD OF MY ENERGY, HE ABSORBS THE RADIATION AT THE POINT OF CONTACT.

CHOKE ON IT, BABY... CHOKE ON IT. 'CAUSE IT'S PAYBACK TIME.

HOW DOES IT FEEL TO BE ON THE OTHER SIDE OF THE IRRESISTIBLE FORCE, MORLUN?

HOW DOES IT FEEL TO BE PURSUED BY SOMEONE WHO ISN'T GOING TO BACK OFF OR GIVE UP?

HOW... DOES... IT... *FEEL!?*

YES! THAT ONE HURT HIM. THE RADIATION HAS WEAKENED HIM ENOUGH FOR MY PUNCHES TO GET THROUGH.

CAN'T LET HIM CATCH HIS BREATH. CAN'T LET HIM GET AWAY OR GET HIS STRENGTH BACK.

IT'S NOW OR NEVER. ONE CHANCE.

BUT THAT'S ALL I'VE EVER NEEDED.

ONE CHANCE TO TAKE IT TO THE WALL. ONE CHANCE TO STAND OR FALL ON MY OWN, LIVE OR DIE, SUCCEED OR FAIL.

NOT JUST FOR ME. FOR ALL THE PEOPLE HE'S HURT. FOR ALL THE PEOPLE HE'S KILLED.

FOR EZEKIEL.

UNNNH!

PLEASE... NO MORE... I GIVE YOU MY WORD, I WILL LEAVE... I WILL NEVER RETURN --

-- JUST LET ME LIVE, I BEG YOU.

... holy ...

PLEASE...

I CAN'T LET HIM GO... I CAN'T LET HIM GET HIS STRENGTH BACK... I STOPPED HIM ONCE, I DON'T KNOW IF I CAN DO IT AGAIN.

EVEN IF HE DOESN'T COME AFTER ME, HE'LL COME AFTER SOMEBODY ELSE.

HE'S VULNERABLE. HE CAN BE HURT. HE CAN BE KILLED. I STOP HIM RIGHT HERE, RIGHT NOW, OR HE GOES BACK TO KILLING.

GOD IN HEAVEN, PETER... HOW FAR ARE YOU PREPARED TO GO?

PLEASE --

I --

CLICK

WHAT...?

...DEX?

I QUIT.

NO!

THIS ISN'T... THIS CAN'T...DON'T YOU KNOW HOW OLD I AM...DON'T YOU KNOW HOW...

I WAS JUST HUNGRY, THAT'S ALL...IT WAS NOTHING PERSONAL...I WAS JUST... HUNGRY...

...GOD...

IT'S LIKE I TOLD YOU! THERE'S SOMEONE INSIDE! GET THE POLICE!

HAVE TO GET OUT OF HERE...NO WAY I CAN EVEN TRY TO EXPLAIN THIS TO ANYBODY.

IT'S NOT WHAT I WANTED.

NO. THAT'S NOT TRUE. IT IS WHAT I WANTED.

BUT AT THE END, WOULD I HAVE DONE IT?

I'LL NEVER KNOW.

BUT I'LL ALWAYS SUSPECT THE WORST.

...HUNH... HUNH...

...HUNH... HUNH...

OUCH... OW...

HEY. YOU.

UHH...

HI.

HE HURT ME. HE HURT ME A LOT.

GET OUT. NEVER COME BACK. OR I WILL HURT YOU A THOUSAND TIMES WORSE THAN HE EVER DID.

...DING... DING...

...DING-DONG THE WITCH IS DEAD, WHICH OLD WITCH, THE WICKED WITCH...

"YES, SIR, THAT'S WHAT WE'VE FOUND...

"...THERE'S DEFINITELY BEEN A MELTDOWN... BUT I DON'T THINK IT'S EXACTLY WHAT YOU'RE WORRIED ABOUT..."

HELLO, GOD... THIS IS PETER PARKER. CAN I ASK A FAVOR?

I KNOW I'VE BEEN YOUR PERSONAL CAT TOY FOR THE LAST FEW YEARS...BUT CAN WE NOT DO THAT TO ME AGAIN FOR A WHILE?

NOT REAL LONG, I KNOW THE ODDS ON THAT ARE ABOUT ZERO...BUT JUST FOR A LITTLE WHILE.

SAY...FIFTY OR SIXTY YEARS? I MEAN, THAT'S NOT LONG IN YOUR TERMS, RIGHT?

JUST KIDDING, GOD... JUST KIDDING.

BUT I'LL BET YOU KNEW THAT, DIDN'T YOU?

SIMMS

WHEN MY KNEES STOP SHAKING, I GO TO CHECK ON EZEKIEL'S PLACE. I FIGURE SOMEBODY HAS TO TELL THEM HE'S GONE. TELL THEM HE STOOD UP, ANTED IN, AND WENT DOWN SWINGING.

BUT THE PLACE IS EMPTY. THE FURNITURE LOOKS LIKE IT WAS YANKED OUT FAST.

NOTHING. DID SOMEONE TELL THEM? DID THEY FIND OUT ON THEIR OWN? OR...

ARE YOU OUT THERE, EZEKIEL? DID YOU LAND ON YOUR FEET?

DO I NOT HAVE TO CARRY ONE MORE DEATH ON MY CONSCIENCE?

YOU'RE PRETTY CALM TO BE HANGING AROUND LIKE THIS WHEN EVERYBODY ELSE IS GONE. YOU'RE --

WAITAMINNIT...

SQUEAK

MADE IN TAIWAN

HEH...

HEH-HEH...

EZEKIEL!

DID YOU HEAR SOMETHING?

OF COURSE NOT.

NOW COME, WE HAVE PLACES TO BE, THINGS TO DO...

...PEOPLE TO HELP.

NOTHING... NOTHING AT ALL.

WHAT WAS THAT?

EVERY INCH OF MY BODY HURTS, BUT I ALMOST DON'T MIND. BECAUSE IT MEANS I'M ALIVE.

I'M *A-FREAKING-LIVE!*

AND THE WORLD IS *BEAUTIFUL.* THE CITY IS BEAUTIFUL. THE STREET IS *BEAUTIFUL.*

EVEN *YOU'RE* BEAUTIFUL.

YEAH, AND MY WIFE SAYS I'M REALLY CUTE WHEN I'M ANGRY, SO TAKE A HIKE, YOU'RE BLOCKING TRAFFIC.

AND THE *DELI* IS BEAUTIFUL AND THE *TRASH* IS BEAUTIFUL AND THE *HOOKERS* ARE BEAUTIFUL --

-- WELL... KIND OF... WAITAMINNIT, IS THAT A *GUY?*

NUT.

MAN, THIS PLACE NEVER LOOKED SO GOOD. ACTUALLY, *NO* PLACE EVER LOOKED THIS GOOD.

OW... EVERYTHING HURTS...BUT AT LEAST I CAN FEEL THE RADIATION FLUSHING OUT OF MY SYSTEM THE SAME WAY IT DID AFTER THAT FIRST BITE.

SPEAKING OF WHICH...

...OH, *MAN* WAS THAT OVERDUE...

I'M GONNA SLEEP FOR A WEEK...THEN WHEN I'M TIRED OF THAT, I'LL GET SOME REST. THEN MAYBE A LITTLE MORE SLEEP, IF I'M UP TO IT.

IF NOT, THEN I'LL JUST NAP FOR A FEW WEEKS.

JUST LET ME LAST LONG ENOUGH TO HIT THE PILLOW...I'VE NEVER BEEN THIS TIRED BEFORE.

AT LEAST MY GOOD OLD SPIDEY-SENSE IS THERE TO LET ME KNOW IF ANYONE WHO MIGHT WANT TO HURT ME COMES IN, SO I CAN RELAX --

-- AND JUST SLEEEEEP...

NOK

HELLO? PETER?

ARE YOU AWAKE? I CAN GO IF YOU'RE ASLEEP... I WAS JUST COMING BY TO PICK UP YOUR CLEANING LIKE I PROMISED...

AND AFTER YOUR CALL I GOT WORRIED, SO I FIGURED I'D USE THE KEY TO --

-- TO...

MARVEL® COMICS

the AMAZING SPIDER-MAN®

36

AMAZING SPIDER-MAN #36

We interrupt our regularly scheduled program to bring you the following Special Bulletin.

LONGITUDE: 74 DEGREES, 0 MINUTES, 23 SECONDS WEST. LATITUDE: 40 DEGREES, 42 MINUTES, 51 SECONDS NORTH.

FOLLOW THE SOUND OF SIRENS...

...GOD...

SOME THINGS ARE BEYOND WORDS.

BEYOND COMPREHENSION.

BEYOND FORGIVENESS.

WHERE WERE YOU?!

HOW COULD YOU LET THIS HAPPEN?

I --

HOW DO YOU SAY WE DIDN'T KNOW? WE COULDN'T KNOW.

WE COULDN'T IMAGINE.

ONLY MADMEN COULD CONTAIN THE THOUGHT, EXECUTE THE ACT, FLY THE PLANES.

NYPD

FDNY

THE SANE WORLD WILL ALWAYS BE VULNERABLE TO MADMEN, BECAUSE WE CANNOT GO WHERE THEY GO TO CONCEIVE OF SUCH THINGS.

WE COULD NOT SEE IT COMING. WE COULD NOT BE HERE BEFORE IT HAPPENED. WE COULD NOT STOP IT.

BUT WE ARE HERE NOW.

YOU CANNOT SEE US FOR THE DUST, BUT WE ARE HERE.

FDNY

FEMA

POLICE

NYPD

YOU CANNOT HEAR US FOR THE CRIES, BUT WE ARE HERE.

EVEN THOSE WE THOUGHT OUR ENEMIES ARE HERE. BECAUSE SOME THINGS SURPASS RIVALRIES AND BORDERS.

BECAUSE THE STORY OF HUMANITY IS WRITTEN NOT IN TOWERS BUT IN TEARS.

IN THE COMMON COIN OF BLOOD AND BONE.

IN THE VOICE THAT SPEAKS WITHIN EVEN THE WORST OF US, AND SAYS *THIS IS NOT RIGHT.*

BECAUSE EVEN THE WORST OF US, HOWEVER SCARRED, ARE STILL HUMAN.

STILL FEEL.

STILL MOURN THE RANDOM DEATH OF INNOCENTS.

WE ARE HERE.

24

F.D. N.Y.

BUT WITH OUR COSTUMES AND OUR POWERS WE ARE WRIT SMALL BY THE TRUE HEROES.

THOSE WHO FACE FIRE WITHOUT FEAR OR ARMOR.

THOSE WHO STEP INTO THE DARKNESS WITHOUT ASSURANCES OF EVER WALKING OUT AGAIN, BECAUSE THEY KNOW THERE ARE OTHERS WAITING IN THE DARK.

Remember the brothers!

AWAITING SALVATION.

F.D.N.Y.

AWAITING WORD.

F.D.N.Y. LADDER 21

AWAITING JUSTICE.

ORDINARY MEN.

ORDINARY WOMEN.

D.N.Y

MADE EXTRAORDINARY BY ACTS OF COMPASSION.

AND COURAGE.

SIRHU

AND TERRIBLE SACRIFICE.

WE'VE VOTED, AND WE'RE GOING TO TRY TO TAKE THE PLANE. IT'S THE ONLY WAY TO STOP THEM HITTING WASHINGTON.

I LOVE YOU.

I LOVE YOU --

ORDINARY MEN.

ORDINARY WOMEN.

REFUSING TO SURRENDER.

ORDINARY MEN.

ORDINARY WOMEN.

REFUSING TO ACCEPT THE SELF-SERVING PROCLAMATIONS OF HOLY WARRIORS OF EVERY STRIPE, WHO ANNOUNCE THAT SOMEHOW WE HAD THIS COMING.

...PROBABLY WHAT WE DESERVE...

ALL OF THEM WHO HAVE TRIED TO SECULARIZE AMERICA...THE PAGANS AND THE ABORTIONISTS AND THE FEMINISTS AND THE GAYS AND THE LESBIANS AND THE ACLU...

I POINT THE FINGER IN THEIR FACE AND I SAY, "YOU HELPED THIS HAPPEN."

-- IT IS GOD'S WILL THAT AMERICA SHOULD FALL THROUGH THEIR INIQUITY AND THEIR SIN --

WE REJECT THEM BOTH IN THE KNOWLEDGE THAT OUR TRAGEDY IS GREATER THAN THE SUM OF OUR TRANSGRESSIONS.

BODIES IN FREEFALL ON THE EVENING NEWS.

MADNESS IN MOSQUES, SHOUTING DOWN FOURTEEN CENTURIES OF EARNEST PRAYERS, FORGETTING THE LESSONS OF CRUSADES PAST...

...THAT THE MOST HARMED ARE THE LEAST DESERVING.

NYPD

HI... LISTEN, YOU SHOULDN'T BE HERE. THIS ISN'T A GOOD PLACE FOR YOU TO --

MY... MY DAD WENT IN THERE TO GET SOMETHING, HE SAID JUST A MINUTE --

YOU SHOULDN'T --

-- AND IF I WAIT AND STAY AND I DON'T LEAVE HE'LL BE OKAY, BECAUSE I'LL DO WHAT HE TOLD ME, AND --

-- AND --

DADDYYYYY!

THERE ARE NO WORDS.

THERE ARE NO WORDS.

THE DEATH OF INNOCENTS AND THE DEATH OF INNOCENCE.

FDNY

FDNY

POLICE DEPARTMENT

YPD

RAGE COMPOUNDED UPON RAGE. RAGE ENOUGH TO BLOT OUT THE SUN.

AND THE AIR, FILLED WITH QUESTIONS.

FDNY EMS

IS IT GOING TO HAPPEN AGAIN? WHAT DO I TELL MY CHILDREN? WHY DID THIS HAPPEN?

THEY ASK THE QUESTION. WHY? WHY?

MY GOD, WHY?

I HAVE SEEN OTHER WORLDS. OTHER SPACES. I HAVE WALKED WITH GODS AND WEPT WITH ANGELS.

BUT TO MY SHAME I HAVE NO ANSWERS.

HE'S THE ONLY ONE WHO COULD KNOW. BECAUSE HE'S BEEN HERE BEFORE.

I WISH I HAD NOT LIVED TO SEE THIS ONCE.

I CAN'T IMAGINE WHAT IT IS TO SEE THIS TWICE.

I JUST CAN'T IMAGINE.

WHAT *DO* WE TELL THE CHILDREN?

DO WE TELL THEM EVIL IS TANGIBLE, WITH DEFINED BORDERS AND NAMES AND GEOMETRIES AND DESTINIES?

NO. THEY WILL HAVE NIGHTMARES ENOUGH.

PERHAPS WE TELL THEM THAT WE ARE SORRY.

SORRY THAT WE WERE NOT ABLE TO DELIVER UNTO THEM THE WORLD WE WISHED THEM TO HAVE.

THAT OUR EAGERNESS TO SHOUT IS NOT THE EQUAL OF OUR WILLINGNESS TO LISTEN.

THAT THE BURDENS OF DISTANT PEOPLE ARE THE RESPONSIBILITY OF ALL MEN AND WOMEN OF CONSCIENCE, OR THEIR BURDENS WILL ONE DAY BECOME OUR TRAGEDY.

POLICE LINE DO NOT CROSS

DO WE TELL THEM EVIL IS A FOREIGN FACE?

NO. THE EVIL IS THE THOUGHT BEHIND THE FACE, AND IT CAN LOOK JUST LIKE YOURS.

OR PERHAPS WE SIMPLY TELL THEM THAT WE LOVE THEM, AND THAT WE WILL PROTECT THEM. THAT WE WOULD GIVE OUR LIVES FOR THEIRS AND DO IT GLADLY, SO GREAT IS THE BURDEN OF OUR LOVE.

IN A UNIVERSE OF GAMEBOYS AND VCRS, IT IS, PERHAPS, AN INSUBSTANTIAL GIFT. BUT IT IS THE ONLY ONE THAT WILL WASH AWAY THE TEARS AND KNIT THE WOUNDS AND MAKE THE WORLD A SANE PLACE TO LIVE IN.

WE COULD NOT SEE IT COMING. NO ONE COULD. WE COULD NOT STOP IT. NO ONE COULD.

BUT WE ARE HERE. NOW. WITH YOU.

TODAY. TOMORROW. AND THE DAY AFTER.

WE LIVE IN EACH BLOW YOU STRIKE FOR INFINITE JUSTICE, BUT ALWAYS IN THE HOPE OF INFINITE WISDOM.

BECAUSE WE LIVE AS WELL IN THE QUIET TURNING OF YOUR CONSIDERED CONSCIENCE.

THE VOICE THAT SAYS *ALL WARS HAVE INNOCENTS.*

THE VOICE THAT SAYS *YOU ARE A KIND AND A MERCIFUL PEOPLE.*

THE VOICE THAT SAYS *DO NOT DO AS THEY DO, OR THE WAR IS LOST BEFORE IT IS EVEN BEGUN.*

DO NOT LET THAT KNOWLEDGE BE WASHED AWAY IN BLOOD.

WHEN YOU MOVE, WE WILL MOVE WITH YOU. WHERE YOU GO, WE WILL GO WITH YOU. WHERE YOU ARE, WE ARE IN YOU.

BECAUSE THE FUTURE BELONGS TO ORDINARY MEN AND ORDINARY WOMEN, AND THAT FUTURE MUST BE BUILT FREE OF SUCH ACTS AS THESE, MUST BE FOUGHT FOR AND RENEWED LIKE FRESH WATER.

BECAUSE A MESSAGE MUST BE SENT TO THOSE WHO MISTAKE COMPASSION FOR WEAKNESS. A MESSAGE SENT ACROSS SIX THOUSAND YEARS OF RECORDED BLOOD AND STRUGGLE.

AND THE MESSAGE IS THIS:

WHATEVER OUR HISTORY, WHATEVER THE ROOT OF OUR SURNAMES, WE REMAIN A GOOD AND DECENT PEOPLE, AND WE DO NOT BOW DOWN AND WE DO NOT GIVE UP.

THE FIRE OF THE HUMAN SPIRIT CANNOT BE QUENCHED BY BOMB BLASTS OR BODY COUNTS.

CANNOT BE INTIMIDATED FOREVER INTO SILENCE OR DROWNED BY TEARS.

WE HAVE ENDURED WORSE BEFORE; WE WILL BEAR THIS BURDEN AND ALL THAT COME HEREAFTER, BECAUSE THAT'S WHAT ORDINARY MEN AND WOMEN DO.

NO MATTER WHAT.

THIS HAS NOT WEAKENED US.

IT HAS ONLY MADE US STRONGER.

IN RECENT YEARS WE AS A PEOPLE HAVE BEEN TRIBALIZED AND FACTIONALIZED BY A THOUSAND CASUAL UNKINDNESSES.

BUT IN THIS WE ARE ONE.

WE WILL NEVER FORGET

FLAGS SPROUT IN UNCOMMON PLACES, THE GROUND MADE FERTILE BY TEARS AND SHARED RESOLVE.

WE HAVE BECOME ONE IN OUR GRIEF.

WE ARE NOW ONE IN OUR DETERMINATION.

ONE AS WE RECOVER.

ONE AS WE REBUILD.

YOU WANTED TO SEND A MESSAGE, AND IN SO DOING YOU AWAKENED US FROM OUR SELF-INVOLVEMENT.

MESSAGE RECEIVED.

LOOK FOR YOUR REPLY IN THE THUNDER.

IN SUCH DAYS AS THESE ARE HEROES BORN. NOT HEROES SUCH AS OURSELVES. THE TRUE HEROES OF THE TWENTY-FIRST CENTURY.

YOU, THE HUMAN BEING SINGULAR.

YOU, WHO ARE NOBLER THAN YOU KNOW AND STRONGER THAN YOU THINK.

YOU, THE HEROES OF THIS MOMENT CHOSEN OUT OF HISTORY.

WE STAND BLINDED BY THE LIGHT OF YOUR UNBROKEN WILL. BEFORE THAT LIGHT, NO DARKNESS CAN PREVAIL.

THEY KNOCKED DOWN TWO TALL TOWERS. IN THEIR MEMORY, DRAFT A COVENANT WITH YOUR CONSCIENCE, THAT WE WILL CREATE A WORLD IN WHICH SUCH THINGS NEED NOT OCCUR.

A WORLD WHICH WILL NOT REQUIRE APOLOGIES TO CHILDREN, BUT ALSO A WORLD WHOSE ROADS ARE NOT PAVED WITH THE HUSKS OF THEIR INALIENABLE RIGHTS.

THEY KNOCKED DOWN TWO TALL TOWERS. GRAFT NOW THEIR ECHO ONTO YOUR SPINE. BECOME GIRDERS AND GLASS, STONE AND STEEL, SO THAT WHEN THE WORLD SEES *YOU*, IT SEES *THEM*.

AND STAND TALL.

STAND TALL.

STAND TALL.

FEMA

HAGAN

F.B.I.

FDNY EMS

USAF

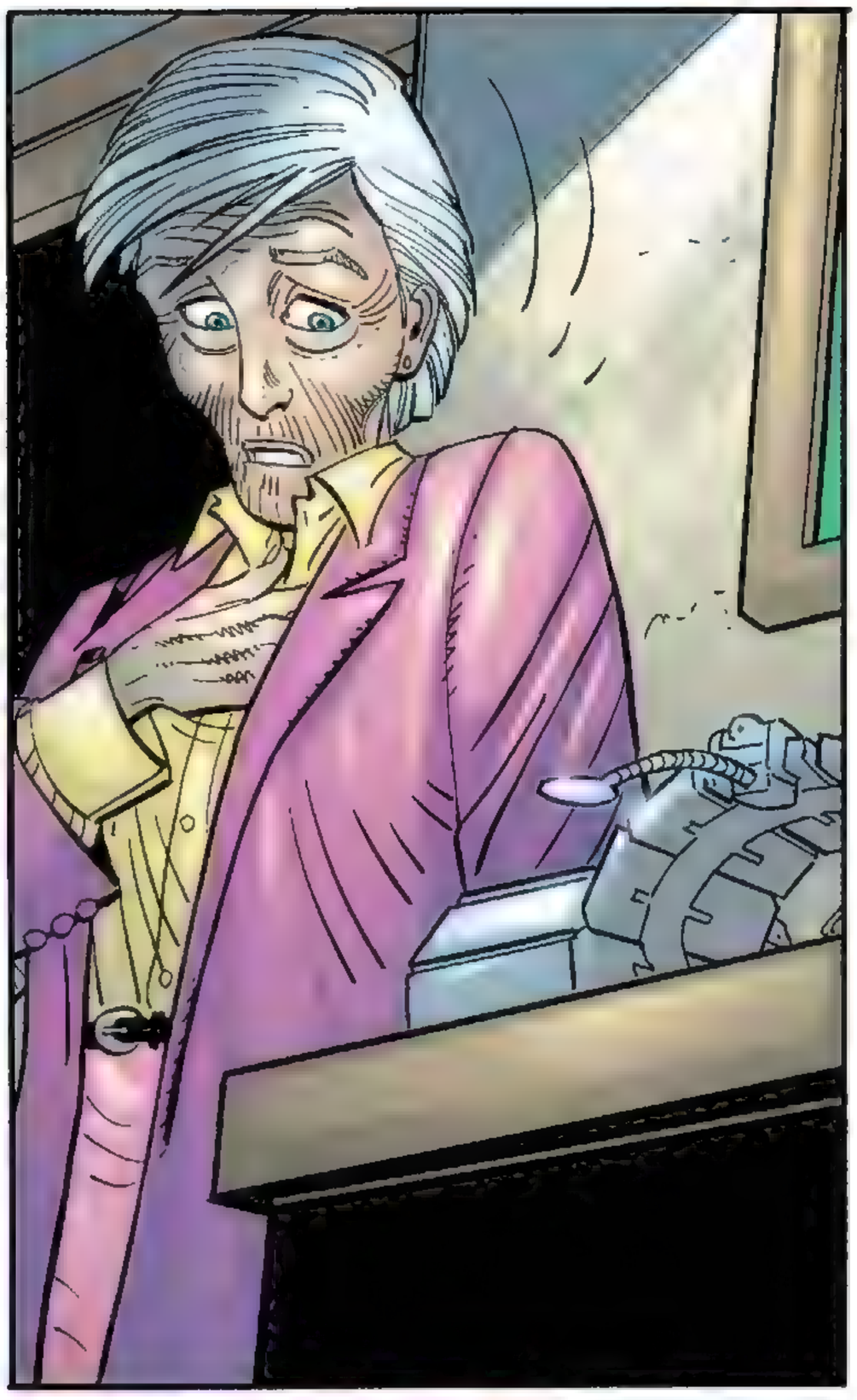
FDNY EMS

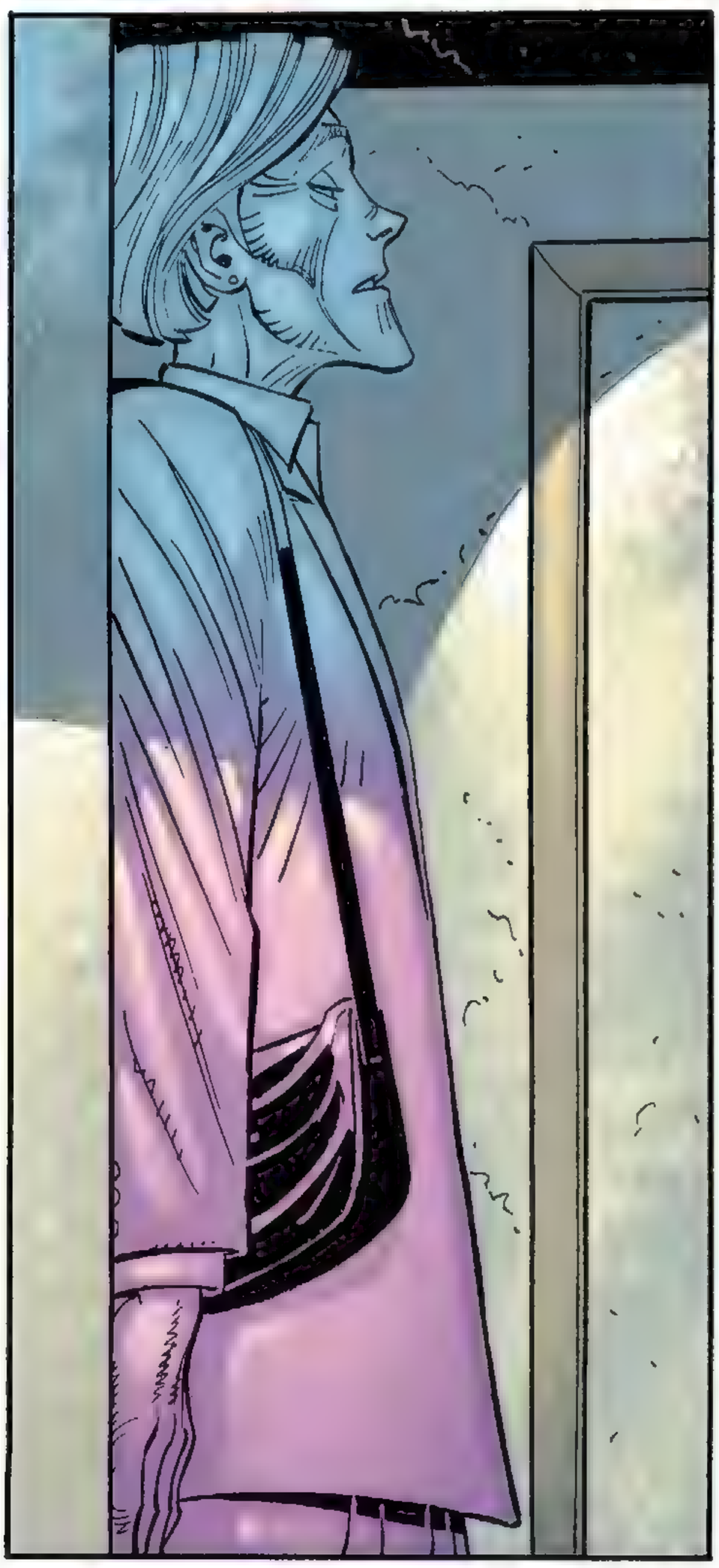
POLICE DEPARTMENT CITY OF NEW YORK

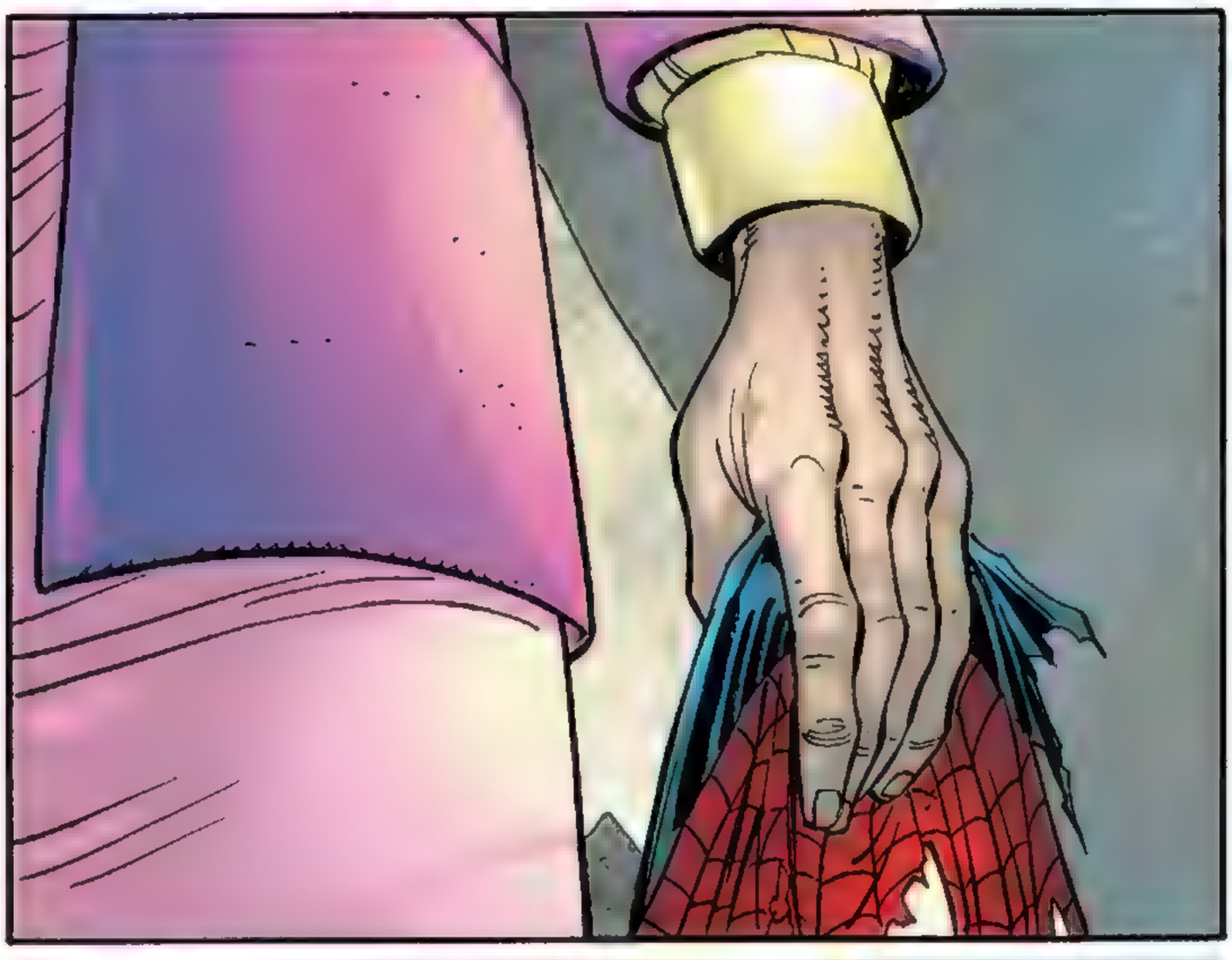
AMAZING SPIDER-MAN #37

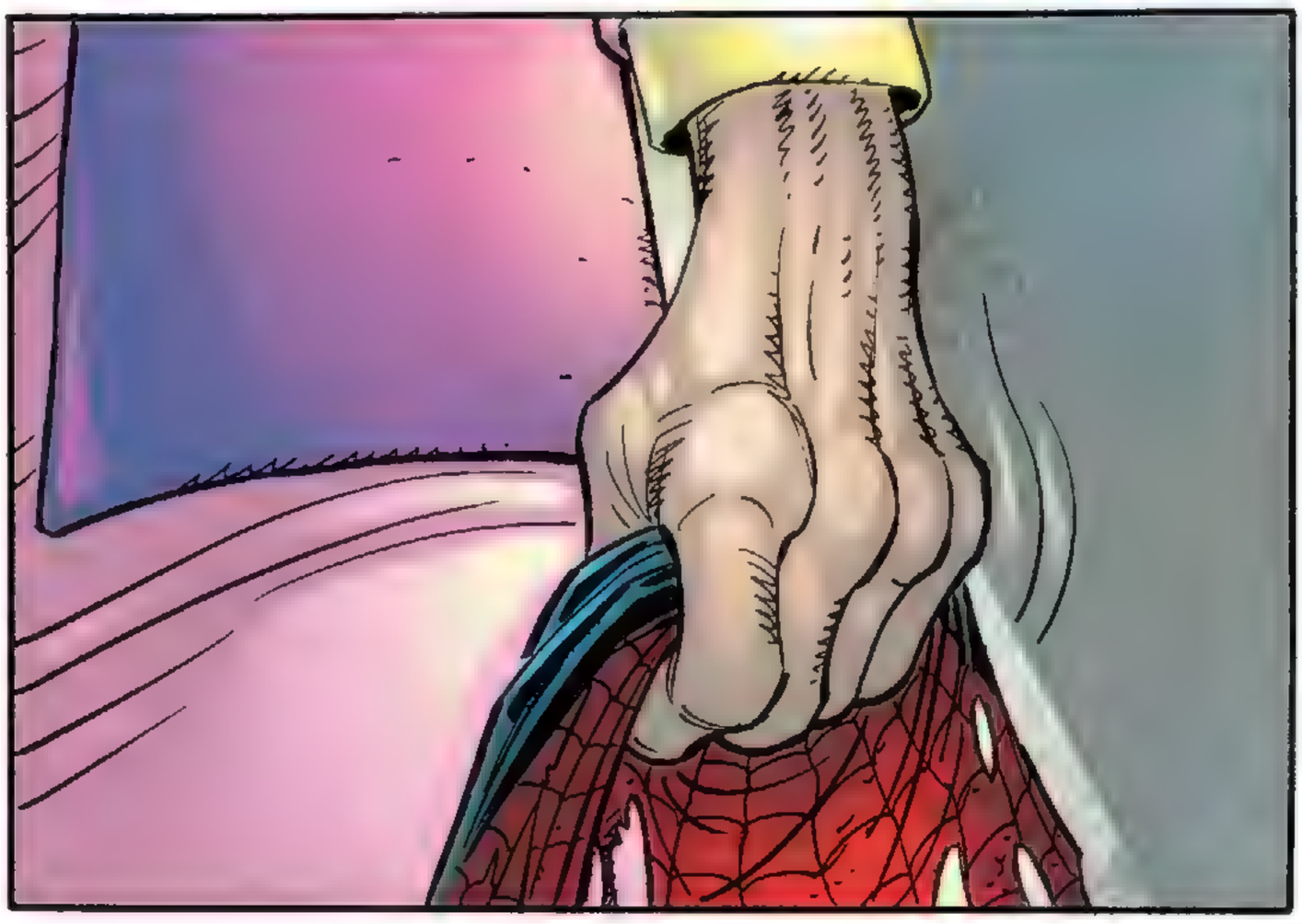
INTERLUDE

I ♥ NY









...SNORF... HURMF...

"OUR CIRCADIAN SLEEP-WAKE CYCLES ARE AS MUCH A PART OF US AS OUR FINGERPRINTS.

SOME PEOPLE ARE BORN WITH A NATURAL INCLINATION TOWARD BEING MORNING PEOPLE. THEY WAKE UP BRIGHT AND EARLY AND CHEERFUL AND INSTANTLY ALERT AND NOBODY LIKES THEM AND THAT'S JUST THE WAY IT SHOULD BE.

ON THE FLIP SIDE ARE PEOPLE WHO WORK ALL NIGHT AND DON'T SLEEP UNTIL DAWN.

WE'RE TALKING HERE ABOUT WRITERS, ARTISTS, AND OTHER PEOPLE THE REST OF US WOULD JUST AS WELL NOT DEAL WITH ANYWAY.

AS YOU CAN SEE, ATTEMPTING TO ALTER YOUR CIRCADIAN RHYTHMS BY, SAY, STAYING UP LATE WHEN YOU'RE NOT A NIGHT PERSON PRODUCES RESULTS THAT ARE RARELY SATISFACTORY.

SLEEPING IN CLASS, FOR INSTANCE. THIS IS BAD AS A SURVIVAL MECHANISM BECAUSE IT LEAVES US VULNERABLE TO CHANGES IN OUR ENVIRONMENT.

...HURNH?

'MORNING.

AAAAKKKK!

HAH! HA-HA!

THANK YOU FOR THE DEMONSTRATION, JENNIFER. NOW, FOR THE REST OF YOU, READ THE CHAPTER ON SLEEP DEPRIVATION AND VITAMIN LOSS SO WE CAN DISCUSS IT TOMORROW.

AWWW... C'MON...A WHOLE CHAPTER?

THE CHAPTER'S ONLY EIGHT PAGES LONG. IF IT'S A BURDEN BORROW THE ATTENTION SPAN OF THE STUDENT SEATED NEXT TO YOU.

RRINNGGGGG

SEE YOU ON THURSDAY.

Mr. Parker
Room 423

BUSTED...

YOU ARE SO GONNA GET IT, YOU LITTLE --

JENNIFER...

A MOMENT OF YOUR TIME PLEASE.

BUSTED, BUSTED, BUSSSS-TED...

CREEP.

YOU OKAY, JENNIFER?

YEAH... FINE.

IT'S JUST THAT YOU'VE BEEN FALLING ASLEEP IN CLASS A LOT LATELY.

IT'S JUST...I'VE GOT A LOT TO DO, THAT'S ALL. I GOT A LOT ON MY MIND.

YOU WANT TO TALK ABOUT IT?

NO.

ANYTHING ELSE?

NO. BUT IF YOU CHANGE YOUR MIND --

I WON'T. IT'S...

NEVER MIND. I'LL BE FINE, MISTER PARKER.

SAY NO!

PETER.

DOMINIC.

HOW'S IT GOING?

OKAY... I GUESS.

AH. JENNIFER...

YEAH, I CAUGHT THE LAST PART OF THAT. SAD CASE.

SAD HOW?

I HAD HER IN MY CLASS LAST YEAR. TROUBLED KID. I FIGURED IT WAS DRUGS. CLOSE, BUT NOT CORRECT. SHE'S CLEAN, AS FAR AS I KNOW.

"SO WHAT'S THE PROBLEM THEN? I MEAN, YOU SAID SHE WAS A SAD CASE."

"SHE IS. BUT NOT FOR THE USUAL REASONS.

"HER BROTHER'S A USER. HE'S BEEN SUSPENDED TWICE IN THE LAST YEAR FOR BEING HIGH. HE GETS HER TO DO HIS HOMEWORK, HELP HIM TAKE CARE OF THINGS, COVER FOR HIM.

"SHAME, REALLY.

NYC

"SHE HAS A LOT OF POTENTIAL. LEFT TO HER OWN DEVICES, SHE COULD GO FAR. TOO BAD SHE'LL NEVER GET THE CHANCE.

"THE BAD ONES ALWAYS DRAG THE GOOD ONES DOWN WITH THEM. ALWAYS DO, PETER."

ALWAYS.

I ALWAYS KNEW WHAT TO DO WITH ELECTRO.

YOU FIND A WAY TO SHORT-CIRCUIT HIS POWER SOURCE. RHINO, YOU FEINT AND USE HIS STRENGTH AGAINST HIM BECAUSE HE DOESN'T KNOW HOW TO DEAL WHEN SOMEBODY DOESN'T COME AT HIM HEAD-ON.

BUT THIS...

YOU CAN'T BEAT THIS BY HITTING IT. IT'S NOT THAT EASY.

BUT THAT DOESN'T MEAN YOU DON'T TRY.

BUT FIRST THINGS FIRST.

8:35 PM

HELLO?

ANNA? IS MAY THERE?

PETER? NO, SHE WENT OUT.

I CAME BY TO HELP HER CLEAN, SAME ROUTINE EVERY TUESDAY, BUT SHE SEEMED A LITTLE... I DON'T KNOW... DISTRACTED. TIRED.

EASTSIDE COMMUNITY
☆☆☆☆ PLAYHOUSE

WHY, IS THERE A PROBLEM?

NO...NO PROBLEM, IT'S JUST...WELL, I ALWAYS TRY TO CALL HER THIS TIME OF DAY, AND SHE'S ALWAYS THERE.

"EVERYTHING CHANGES, PETER. YOU CAN'T EXPECT PEOPLE TO STAY FROZEN IN TIME FOREVER, YOU KNOW."

"YEAH...YEAH, I GUESS SO.

"WELL, IF YOU SEE HER FIRST, SAY HI FOR ME AND TELL HER I LOVE HER."

"I WILL, PETER. 'BYE."

HMMM...

Jennifer Hardesty, family contact. John and Serena Hardesty, 1171 Rosedell Avenue.

DON'T WANT TO CAUSE HER ANY PROBLEMS WITH HER FOLKS.

ROSEDELL AVE
217TH N
BUT IT PROBABLY WOULDN'T HURT TO WALK HOME A DIFFERENT WAY TODAY.
JUST FOR THE VARIETY.
SPARE SOME CHANGE, MISTER?
CAN I GET A QUARTER FOR FOOD?
CAN WE HAVE SOME MONEY FOR POT? C'MON, AT LEAST WE'RE HONEST ABOUT IT...
HUH...
4171
NYC DOT
CONDEMNED
ADDRESS MATCHES. BUT FROM THE LOOK OF THE PLACE NOBODY'S LIVED HERE FOR AT LEAST A YEAR.
EXCUSE ME, MA'AM --
I'M NOT A MA'AM, I'M A MISSUS.
I DIDN'T --
MA'AM MEANS MADAM, AND I AIN'T FRENCH AND I AIN'T RUNNING AN ESCORT SERVICE HERE, UNLIKE CERTAIN *OTHER* PEOPLE I COULD NAME ACROSS THE STREET, I DON'T LIKE TO TALK, BUT THERE IT IS --
I JUST WANT TO KNOW --
-- I'M A *MISSUS* WHICH IS *MRS.* WHICH IS *MARRIED* AND I'M *PROUD* OF IT I DON'T CARE *WHAT* MY SISTER SAYS SHE DOESN'T KNOW WHAT I HAVE TO DEAL WITH EVERY DAY, THE NOISE, THE PEOPLE --
HEY!
-- THE SHOUTING --
YOU DON'T HAVE TO SHOUT, MISTER I'M IN SUCH A BIG HURRY I HAVE TO BE RUDE TO PEOPLE, I'M JUST TRYING TO BE POLITE, WE'RE HAVING A CONVERSATION, A LITTLE BACK AND FORTH, LIKE THIS WAS A REAL NEIGHBORHOOD AND YOU WERE A REAL *PERSON*, AND NOW YOU'RE *SHOUTING*, FINE, LET'S BE *SHOUTING*, I'M ALL IMP*PRESS*ED, SO WHAT'S YOUR QUESTION MISTER HEY LOOK AT ME I ACTUALLY DRESSED MYSELF THIS MORNING...?

I CAN BENCH PRESS MORE THAN ANY TWO MEMBERS OF THE X-MEN.

I CAN TEAR THROUGH A CONCRETE WALL WITH ONE HAND.

I'M REASONABLY SURE I CAN TAKE HER.

WHAT.

HAPPENED.

TO.

4171.

ROSEDELL.

OH, *THAT.* YOU WANT TO KNOW ABOUT *THAT.* IT'S CONDEMNED. YOU SEE THAT SIGN, THE ONE WITH THE WORD *CONDEMNED* ON IT?

USED TO BE A FAMILY LIVING THERE. DAD WAS A CREEP, RAN OUT. THE MOTHER WASN'T MUCH BETTER. TOOK OFF ABOUT THE SAME TIME AS THE BUILDING WAS CONDEMNED. NOT VERY NICE PEOPLE.

RUDE.

LIKED TO SHOUT A LOT. BUT YOU WOULDN'T KNOW ANYTHING ABOUT THAT, WOULD YOU?

WHAT ABOUT THE KIDS?

PROBLEMS. BOTH OF THEM. WELL, THE GIRL LESS THAN THE BOY, BUT THEY'RE BOTH TROUBLE. MOVED OUT ON THEIR OWN. DOWN THAT WAY.

THEY LIVE IN THERE?

YEAH. I SUPPOSE. IF YOU CAN CALL THAT LIVING. IT WON'T END WELL, YOU KNOW. NEVER DOES.

THANKS.

SURE, KNOCK YOURSELF OUT.

EXCUSE ME, MA'AM --

IT'S NOT *MA'AM,* IT'S *MISSUS...*

HELLO...?

THE SMELL OF DISUSE COMES UP THE STAIRS TO ME. OLD CLOTHING. FOOD LEFT TO DECAY. STALE AIR.

I DECIDE TO CONTINUE.

OH. UHM... HI.

MR. PARKER?! WHAT... WHAT'RE YOU DOING HERE?

I... UM... GOT LOST? I WAS LOOKING FOR A GROCERY STORE? I...

I WAS CONCERNED. I WAS ACROSS THE STREET AND I HEARD...

YEAH... IF YOU SPOKE TO MISSUS JAMES I'LL BET YOU HEARD A LOT.

CAN WE, LIKE, TALK ABOUT THIS?

SURE. YOU GOT SOMEWHERE PRIVATE?

YEAH. MY ROOM.

SO, THIS... IS YOUR ROOM, THEN.

YEAH. WHAT DO YOU THINK?

IT'S, UHM... WELL, IT'S VERY... IT'S --

I ♥ NY

A STY.

PRETTY MUCH THE WORD I WAS SEARCHING FOR.

YEAH... IT'S NOT WHAT WE'D WANT TO...

I MEAN, WE DIDN'T *ALWAYS* LIVE LIKE THIS. WE USED TO HAVE A REAL PLACE TO STAY. I MEAN, IT WASN'T GREAT, BUT IT WASN'T... IT WASN'T *THIS*, Y'KNOW?

SO WHAT HAPPENED?

SAME THING AS HAPPENED TO THE OTHER KIDS OUT THERE. WE GOT KICKED OUT. WHAT, YOU THINK EVERY KID IN THE STREET RAN AWAY, OR IS ON DRUGS OR STUFF? WE GOT THE BOOT, MR. PARKER.

WE WENT TO LIVE WITH OUR AUNT FOR A WHILE, BUT SHE DIDN'T WANT US ANY MORE THAN THEY DID. YOU KNOW WHAT IT'S LIKE, TO HAVE TO GO FIND RELATIVES TO LIVE WITH BECAUSE YOUR FOLKS AREN'T AROUND ANYMORE?

YOU MAY NOT BELIEVE IT, BUT YEAH...

"...I DO. I LOST MY FOLKS WHEN I WAS A KID.

"SHE GOT ME THROUGH... WELL, EVERYTHING, I GUESS. TOOK CARE OF ME, RAISED ME LIKE HER OWN."

"DOES SHE LOVE YOU?"

"YEAH... SHE DOES."

"THEN YOU'RE LUCKY."

"I GUESS I AM."

WE WEREN'T. FINALLY, STEVE AND I JUST HAD TO GET OUT.

STEVE'S YOUR BROTHER?

YEAH. I KINDA LOOK AFTER HIM. HELP HIM WITH HIS HOMEWORK AND STUFF.

I'M SURPRISED YOU STAYED IN SCHOOL.

WE'RE NOT ALL WEAK, EITHER, MR. PARKER. MORE KIDS THAN YOU WANT TO KNOW ABOUT ARE LIVING IN STREETS OR IN CARS, GOING TO SCHOOL AS MUCH AS THEY CAN. WE DON'T TELL ANYBODY BECAUSE --

WELL, WE JUST CAN'T, THAT'S ALL. THEY'D KICK US OUT, OR WE'D HAVE TO GO TO A FOSTER HOME, AND THE OTHER KIDS...IT'S BETTER THIS WAY.

WE HIT THE STREETS A LOT, ASKING FOR CHANGE AND STUFF. WE GET A FEW BUCKS HERE AND THERE. IT'S NOT SO BAD. WE CAN EVEN EAT AT McDONALD'S ONCE IN A WHILE.

IT'S JUST... IT'S JUST THE WAY THINGS ARE, Y'KNOW?

THERE'S SUCH PAIN IN HER VOICE. BUT ALSO SUCH STRENGTH.

I PASS BY THIS NEIGHBORHOOD A DOZEN TIMES A MONTH. HOW COULD I NOT KNOW THIS WAS HERE? HOW COULD I NOT SEE THIS?

WORST OF ALL... WHEN DID I STOP SEEING THIS?

PLEASE DON'T TELL ON US, MR. PARKER.

I --

PLEASE. THERE'S NOTHING YOU CAN DO UNLESS YOU WANT TO ADOPT ME AND STEVE AND HALF THE KIDS OUT HERE RIGHT NOW. IF YOU TELL ANYBODY, WE'LL END UP IN A FOSTER HOME OR WORSE.

WE'RE SIX MONTHS FROM GRADUATING, SIX MONTHS FROM BEING LEGAL. CAN YOU GIVE US THAT, MR. PARKER? WE'VE COME THIS FAR ON OUR OWN. WE CAN MAKE IT THE REST OF THE WAY. JUST...LET US.

I...I'LL HAVE TO THINK ABOUT IT, JENNIFER. I DON'T...THIS ISN'T THE SORT OF THING I HAVE TO DECIDE EVERY DAY.

I BET.

SO WHERE IS YOUR BROTHER?

I DON'T KNOW...AND IT'S STARTING TO SCARE ME.

"HE'S USUALLY BACK BY NOW. I'VE BEEN TRYING TO KEEP HIM STRAIGHT FOR A WHILE NOW, AND HE'S BEEN CLEAN FOR A WEEK, BUT --"

"BUT WHAT?"

"BUT WHEN HE DISAPPEARS LIKE THIS, I WORRY. HE'S ALL I GOT, MR. PARKER.

"HE'S EVERYTHING TO ME."

AAAAGHHH!

HE'S O.D.ING, DUDE...

DUMP HIM OUTSIDE.

WE DON'T NEED THE HASSLE.

TOSS HIM OUT WITH THE REST OF THE GARBAGE.

-- SO ANYWAY, IF YOU COULD JUST, LIKE, FORGET YOU SAW THIS, I'D REALLY APPRECIATE IT.

I --

JENNY!

LISA? WHAT'S THE --

IT'S STEVE! YOU GOTTA COME QUICK!

STEVE! OHMYGOD... STEVE!

IS HE --

HE'S ALIVE, BUT BARELY. WE NEED TO GET HIM TO A HOSPITAL, FAST. DIAL 911.

THEY DON'T LIKE TO COME HERE, TOO DANGEROUS, IT'LL TAKE FOREVER --

JUST DO IT! IT'S THE ONLY CHANCE HE'S GOT!

OKAY, OKAY!

LISA, SEE IF YOU CAN FLAG DOWN A CAR.

YOU'RE KIDDING --

HE'S UNCONSCIOUS, GOING INTO SEIZURES. HE COULD DIE BEFORE THE AMBULANCE EVER GETS HERE.

HE'S DYING!

GOT TO RISK IT.

HOLD ON, STEVE. JUST...HANG IN THERE A FEW MORE MINUTES.

I'VE GOT A DRUG OVERDOSE HERE!

EMERGENCY ROOM'S THAT WAY.

HE'S GOING TO NEED IMMEDIATE HELP.

EMERGENCY

I'LL DO WHAT I CAN --

-- BUT HE'S NOT THE ONLY ONE TO CHECK IN WITH THAT PROBLEM TONIGHT.

GOD...

LIKE I SAID, WE'VE GOT A LOT OF --

DOCTOR?

EMS

SORRY, I'VE GOT TO --

HE'S DYING.

I SAID --

AND I SAID HE'S *DYING.* TAKE *CARE* OF HIM. RIGHT. NOW.

OKAY... OKAY, RIGHT, UHM...

ORDERLY! I NEED AN ORDERLY OVER HERE!

"YOU'RE SURE HE'LL BE OKAY, MR. PARKER?"

IT'S TOO EARLY TO SAY FOR CERTAIN, BUT HE'S GOT A FIGHTING CHANCE.

THANK GOD...I STILL DON'T UNDERSTAND HOW HE GOT THERE... I MEAN, I DIDN'T THINK SPIDER-MAN GOT INTO THIS PART OF TOWN REALLY OFTEN, YOU KNOW?

CITY PHONE

TOO BUSY FIGHTING BIG BAD GUYS IN BIG BAD COSTUMES, RIGHT?

RIGHT...

BUT I SAW HIM GO BY, AND I GUESS HE HEARD ME.

WELL, I'M JUST GLAD HE WAS THERE.

LISTEN, JENNIFER, I JUST... I WANT YOU TO KNOW THAT I WON'T TURN YOU IN --

THANK YOU, I --

-- ON ONE CONDITION.

OKAY, RIGHT, HERE COMES THE HUSTLE. YOU'VE GOT SOMETHING TO HOLD OVER ME AND NOW YOU WANT --

NO...NO, THAT'S NOT IT AT ALL, JENNIFER. IT'S JUST...IF YOU GET INTO TROUBLE, I WANT YOU TO KNOW YOU CAN CALL ME.

CITY PHONE

IF THERE'S ANY WAY I CAN HELP, JUST... LET ME KNOW.

NO STRINGS.

HONEST AND TRUE.

DEAL?

YEAH, UHM, I'LL... I'LL THINK ABOUT IT, OK.

OKAY.

AND I...

THANKS, MR. PARKER.

THAT THE SISTER?

YEAH.

SO WHY'S A LOSER LIKE STEVE GOT SOMEBODY LIKE SPIDER-MAN COMING INTO THIS PART OF TOWN?

DUNNO.

GUESS WE OUGHT TO FIND OUT. COVER OUR ASSES, JUST TO BE SURE.

FIND ME THE SHADE.

RINNNNNG

JUST A SEC, JUST A SEC, JEEZ...

HULK'S DELI, YOU ORDER, WE SMASH.

...PETER?

AUNT MAY? WELL, IT'S ABOUT TIME YOU SHOWED UP, YOUNG LADY. I WAS STARTING TO GET WORRIED. HOW WAS THE MOVIE?

I...DIDN'T GO TO THE MOVIES, PETER. I'VE BEEN...I'VE BEEN SITTING HERE ALL DAY, JUST...

AUNT MAY? ARE YOU ALL RIGHT?

NO. NO, PETER, I'M NOT.

TELL ME WHERE YOU ARE AND I'LL --

NO...I'LL COME TO YOU, PETER. I THINK... I THINK IT'S BETTER THAT WAY.

WE NEED TO TALK, PETER.

RIGHT NOW.

"WE HAVE TO TALK. RIGHT NOW."

SOMETHING'S BOTHERING AUNT MAY.

I'VE NEVER HEARD THAT TONE IN HER VOICE BEFORE. SO... DISTANT. ALMOST HARD. AS IF...

...AS IF SHE'S STEELED HERSELF UP FOR SOMETHING.

ANNA WATSON SAID SHE'D GONE TO THE MOVIES. I THOUGHT IT WAS STRANGE SINCE I DIDN'T THINK THERE WAS ANYTHING OUT THAT SHE'D BE INTERESTED IN SEEING. BUT YOU DON'T GET THAT END-OF-THE-WORLD TONE IN YOUR VOICE BECAUSE YOU'VE SEEN A MOVIE.

WELL, YEAH, EXCEPT FOR AN ADAM SANDLER FILM, SURE, BUT WHAT'RE THE ODDS...

MAYBE SHE WENT TO THE DOCTOR AND DIDN'T WANT ME TO KNOW.

I HAVE SIX MONTHS TO LIVE, PETER.

UNLESS... UNLESS IT'S SOMEONE ELSE.

MARY JANE HAS SIX MONTHS TO LIVE, PETER.

FLASH THOMPSON HAS SIX MONTHS TO LIVE.

THE PLANET HAS SIX MONTHS TO LIVE.

DOCTOR OCTOPUS HAS SIX MONTHS TO LIVE.

SO, DO YOU WANT TO GO OUT FOR PIZZA?

DOES THIS SKIRT GO WITH THIS BLOUSE?

STOP IT. YOU'RE MAKING YOURSELF CRAZY. IT'S PROBABLY NOTHING. YOU'RE READING TOO MUCH INTO THIS.

IT'S JUST...

...IT'S JUST THAT I CAN'T STAND THE IDEA OF ANYTHING OR ANYONE CAUSING HER PAIN.

ANYONE THAT TRIES HAS TO ANSWER TO ME.

NOK NOK

JUST A SEC.

AUNT MAY, HI, ARE YOU... I MEAN, IS EVERYTHING OKAY?

I... NO, PETER. NO, IT'S NOT.

THEN WHAT --

AUNT MAY...?

WHERE DID YOU...I MEAN, THAT'S --

DON'T TELL ME IT'S A HALLOWEEN COSTUME, PETER.

JUST... DON'T.

NO, WAIT, LOOK, I DON'T KNOW WHAT YOU THINK BUT I CAN EXPLAIN --

NO, YOU CAN'T, PETER. AND YOU DON'T HAVE TO.

YOU DON'T HAVE TO EXPLAIN AND YOU DON'T HAVE TO LIE TO ME ANYMORE.

I KNOW YOUR SECRET.

I KNOW YOU'RE SPIDER-MAN.

THE CONVERSATION

I SAW THOSE WEB-THINGS... WHATEVER THEY ARE. I SAW YOU LYING ON THE BED SO HURT THAT I ALMOST...

HOW COULD YOU DO THIS TO ME, PETER? HOW COULD YOU LIE TO ME ALL THESE YEARS?

LOOK, AUNT MAY, I CAN SEE YOU'RE UPSET, BUT THERE'S A REASONABLE --

PETER --

-- EXPLANATION THAT --

STOP IT.

STOP... LYING TO ME.

HOW COULD YOU LIE TO ME FOR ALL THESE YEARS?

BECAUSE I LOVE YOU. AND I DIDN'T WANT ANYTHING OR ANYONE TO HURT YOU.

ESPECIALLY ME.

WHAT DID YOU THINK WOULD HAPPEN IF I FOUND OUT, PETER? DID YOU THINK I WOULD JUST KEEL OVER AND DIE?

AUNT MAY --

WHEN YOUR PARENTS DIED, I RAISED YOU. I CARRIED THAT BURDEN AND IT NEVER BROKE ME, THOUGH THERE WERE TIMES I THOUGHT IT MIGHT.

WHEN YOUR UNCLE BEN DIED, AND MOST OF MY WORLD DIED WITH HIM, IT WOULD HAVE BEEN EASY TO JUST GIVE UP, TO ROLL OVER AND DIE. BUT YOU NEEDED ME, SO I DEALT WITH IT AND KEPT GOING.

I HAVE BURIED FRIENDS AND LOVED ONES AND RELATIVES. I HAVE WATCHED YOU SUFFER OVER YOUR OWN LOSSES, KNOWING THERE WAS NOTHING I COULD DO BUT BE THERE WHEN YOU NEEDED ME.

IF I COULD BEAR ALL THAT, PETER, DO YOU REALLY THINK I WOULD FALL APART BECAUSE OF *THIS*?

I DIDN'T... AUNT MAY, HONEST TO GOD, I WAS JUST...

I WAS JUST TRYING TO PROTECT YOU.

AND I BELIEVE YOU WHEN YOU SAY THAT, PETER, BUT I ALSO BELIEVE YOU WERE TRYING TO PROTECT YOURSELF. BECAUSE YOU DIDN'T KNOW WHAT I WOULD THINK, OR WHAT I WOULD SAY. I MIGHT TRY AND STOP YOU, INSIST THAT YOU GIVE THIS UP.

IF THAT HAPPENED, YOU'D HAVE TO CHOOSE BETWEEN LOVING ME, AND DOING WHAT YOU WANTED TO DO, AND YOU DIDN'T WANT TO MAKE THAT CHOICE. SO YOU AVOIDED IT. AVOIDED ME. YOU'VE SPENT ALL THESE YEARS KEEPING ME OUT OF WHAT IS OBVIOUSLY ONE OF THE MOST IMPORTANT PARTS OF YOUR LIFE.

YEAH... YEAH, I DID.

THE YEARS WE'VE LOST, PETER... THE YEARS WE'VE LOST TO A LIE.

I KNOW. AND IT'S NOT...

...IT'S NOT THE ONLY THING I'VE HELD BACK FROM YOU.

THERE'S MORE?

TELLING YOU *WHAT* I WAS DOING ALSO WOULD HAVE MEANT TELLING YOU *WHY* I WAS DOING IT.

WELL, YES, THAT WAS PRETTY MUCH MY NEXT QUESTION.

I ♥ NY

I'M DOING THIS BECAUSE --

STOP HIM!

WHY? WHAT'S IN IT FOR ME?

-- BECAUSE --

-- BECAUSE I --

NO.

I CAN'T.

PETER --

I JUST CAN'T, AUNT MAY, BECAUSE THIS --

-- THIS *WOULD* KILL YOU.

PETER...I'D ACCEPT THAT RISK IF IT MEANT WE COULD GO BACK TO THE WAY THINGS WERE BEFORE ALL THIS STARTED. BEFORE THE LIES.

PLEASE.

I...

GOD HELP ME, AUNT MAY...I'M THE REASON UNCLE BEN IS DEAD.

...GOD... PETER, WHAT --

I WAS SHOWBOATING, USING MY POWERS TO PICK UP A FEW BUCKS. A THIEF RAN PAST ME. THEY YELLED FOR ME TO STOP HIM. I DIDN'T. I ...

I LET HIM GO. BECAUSE I COULDN'T BE BOTHERED.

AND HE KILLED UNCLE BEN. IF I'D STOPPED HIM, BEN WOULD BE ALIVE RIGHT NOW.

BUT I DIDN'T.

AND UNCLE BEN IS DEAD. BECAUSE OF ME.

THAT'S WHY I DO THIS. I HAVE TO MAKE IT UP TO HIM, AUNT MAY. I HAVE TO.

I LOOK IN YOUR EYES, AUNT MAY, AND I SEE THE PAIN I DIDN'T WANT TO CAUSE YOU. I UNDERSTAND IF YOU HATE ME FOR --

NO...GOD, NO, PETER...YOU'RE WRONG.

ALL THESE YEARS... ALL THESE YEARS YOU'VE BEEN BLAMING YOURSELF FOR WHAT HAPPENED TO BEN...

AUNT MAY --

BUT YOU'RE NOT RESPONSIBLE, PETER. YOU'RE NOT.

I AM.

"WE'D HAD AN ARGUMENT. IT WASN'T ANYTHING BIG OR IMPORTANT. AFTER BEING MARRIED A WHILE YOU FIND THAT MOST OF YOUR ARGUMENTS AREN'T ABOUT ANYTHING BIG OR IMPORTANT.

"BEN WAS A GENTLE MAN, HE DIDN'T LIKE ARGUING. HE DIDN'T WANT TO COME BACK INSIDE BECAUSE HE THOUGHT I'D JUST PICK UP WHERE WE LEFT OFF.

"I WANTED TO TELL HIM IT WAS ALL RIGHT, TO COME IN AND IT WAS A SILLY ARGUMENT AND WE'D FORGET ALL ABOUT IT BY MORNING. BUT I DIDN'T.

"AND HE LEFT, TO GO FOR A WALK, GET A FEW THINGS DONE."

AND I NEVER SAW HIM AGAIN. IF I'D GONE OUT THERE, IF I'D JUST TOLD HIM TO COME INSIDE, ALL WAS FORGIVEN, HE NEVER WOULD HAVE BEEN THERE WHEN --

AUNT MAY...I'M SORRY, I NEVER KNEW --

NO, YOU DIDN'T...YOU COULDN'T, BECAUSE I DIDN'T TELL YOU. I ***COULDN'T*** TELL YOU.

I ♥ NY

UNTIL YOU TOLD ME.

WE'VE BOTH CARRIED SUCH TERRIBLE GUILT, PETER. AND LIKE ME, YOU CARRIED YOURS IN SILENCE, AND THAT'S A TERRIBLE WAY TO LIVE.

IF WE CANNOT FORGIVE OURSELVES, PERHAPS... PERHAPS IT'S TIME WE FORGAVE EACH OTHER. FORGAVE EACH OTHER OUR SECRETS AND OUR INDISCRETIONS. BECAUSE I KEPT THEM TOO.

I FORGIVE YOU FOR NOT SHARING THIS PART OF YOUR LIFE WITH ME, PETER. AND I FORGIVE YOU FOR BEN, BECAUSE THAT WAS NEVER YOUR FAULT.

AUNT MAY --

YOU'RE MY ***NEPHEW,*** PETER. AND NO MATTER WHAT YOU DO, NO MATTER WHAT YOU ARE, NO MATTER WHAT YOU THINK YOU ARE...I WILL ALWAYS LOVE YOU.

I'M SORRY, AUNT MAY --

I KNOW.

I LOVE YOU.

I KNOW.

...HENH...

WHAT? WHAT'S FUNNY?

WELL, EVER SINCE YOU WERE A TEENAGER, I KNEW YOU WERE HIDING ***SOMETHING***. ON TOP OF THAT YOU WERE QUIET AND SENSITIVE, YOU DIDN'T LIKE SPORTS, YOU WERE AWKWARD AROUND GIRLS, AND...

TO TELL THE TRUTH, PETER, FOR A WHILE I THOUGHT MAYBE YOU WERE GAY. WHICH I WAS PREPARED TO ACCEPT EITHER WAY, BECAUSE YOU WERE STILL YOU.

I MEAN, I KNEW SOMETHING WAS IN THE CLOSET. COULD'VE BEEN CHIFFON. WHO KNEW IT WAS A COSTUME?

...HEH... HEH-HEH...

HA-HAH! HAH-HAH-HAH!

DO YOU KNOW HOW GREAT IT IS TO TALK TO YOU AGAIN, JUST LIKE WE USED TO? IT'S LIKE --

A WEIGHT OFF YOUR SHOULDERS?

A WEIGHT OFF MY SHOULDERS!

VERY GOOD, NOW PUT ME DOWN PLEASE.

SORRY --

WELL, I'M CERTAINLY GOING TO HAVE TO GET USED TO THAT...I ALWAYS THOUGHT YOU WERE SO FRAGILE. IT'LL TAKE ME A WHILE TO GET PAST THAT.

THERE'S ONE OTHER THING, THOUGH, PETER. SOMETHING WE HAVE TO RESOLVE.

I KNOW. WHERE DO WE GO FROM HERE?

I CAN'T...WON'T GIVE THIS UP, AUNT MAY. PEOPLE DEPEND ON ME. NO MATTER WHAT DID OR DIDN'T HAPPEN WITH UNCLE BEN, I HAVE AN OBLIGATION TO HIS MEMORY TO USE MY POWERS TO HELP OTHER PEOPLE. HE USED TO SAY "WITH GREAT POWER -- "

"-- COMES GREAT RESPONSIBILITY." I KNOW.

AND WHAT POWER IS GREATER THAN LOVE? AND WHAT RESPONSIBILITY GREATER THAN GIVING YOU THE FUTURE HE WOULD HAVE WANTED FOR YOU? THAT WAS WHAT WAS IN MY HEART WHEN I DECIDED TO RAISE YOU ALONE. HE WOULD WANT YOU TO FOLLOW YOUR DREAMS.

EVEN IF I DON'T SUPPORT THEM. EVEN IF I DON'T AGREE WITH THEM. EVEN IF I WORRY THAT THEY WILL HURT YOU.

PETER, I'M OLDER THAN I EVER THOUGHT I WOULD BE. I'VE OUTLIVED ALMOST EVERYONE I KNEW AS A CHILD. AND I'VE LEARNED A FEW THINGS. THE MAIN THING I'VE LEARNED IS THAT YOU HAVE TO LET PEOPLE FIND THEIR OWN WAY, EVEN IF IT MEANS THEY GET HURT ALONG THE WAY.

SO I WON'T STOP YOU. I DON'T THINK I COULD STOP YOU EVEN I TRIED. IF I DID YOU'D EITHER GO ALONG AND HATE ME, OR SPIDER-MAN WOULD GO AWAY AND SOMEBODY ELSE WOULD APPEAR, AND WE'D JUST GO BACK TO LYING TO EACH OTHER AGAIN.

I COULD LIE NOW AND TELL YOU I'M OKAY WITH THIS, BUT WE'RE NOT DOING THAT ANYMORE. I'M NOT OKAY WITH ANY OF THIS, PETER. I DON'T LIKE THAT YOU'RE SPIDER-MAN, AND I'M GOING TO WORRY AND I'M GOING TO ARGUE AND I'LL BAKE YOU THE BIGGEST CAKE IN THE HISTORY OF THE WORLD THE DAY YOU QUIT.

BUT I'VE THOUGHT ABOUT IT A LOT SINCE I FOUND OUT, AND I WON'T ASK YOU TO STOP BEING WHO AND...WHAT...YOU ARE.

THERE'S JUST ONE THING I *DO* WANT TO KNOW.

ANYTHING.

HOW DID THIS HAPPEN? BECAUSE I DON'T THINK THERE'S ANY OF THIS SORT OF THING ON EITHER SIDE OF YOUR FAMILY.

IT'S... A *LONG* STORY.

TWO HOURS, THIRTY-SEVEN MINUTES LATER.

...OH... MY...

SO...ANY QUESTIONS?

NO...WELL, NOT RIGHT NOW, ANYWAY. IT'S BEEN...WELL, IT'S ALREADY BEEN JUST A LITTLE BIT TOO MUCH FOR ONE DAY. I'LL NEED TO THINK ABOUT THE REST OF IT BEFORE I CAN ASK ANYTHING ELSE.

I HAVE TO SAY THAT YOU'RE REALLY TAKING THIS WELL, AUNT MAY. MORE THAN I EVER THOUGHT.

THAT'S BECAUSE I DIDN'T TALK TO YOU ABOUT IT FOR ALMOST AN ENTIRE DAY. WHEN I FIRST FOUND OUT...I DIDN'T TAKE IT WELL AT ALL, PETER.

NO, NOT WELL AT ALL.

I SUPPOSE IF THERE'S ANYTHING I STILL DON'T UNDERSTAND... IT'S WHY YOU ALLOW PEOPLE TO THINK YOU'RE... TO THINK SPIDER-MAN... IS A BAD MAN.

WELL, IT ISN'T REALLY SOMETHING I HAD IN MIND, IT JUST SORT OF HAPPENED. AND NOT EVERYONE THINKS THAT WAY... JUST THE PEOPLE WHO READ THE BUGLE... WHICH IS... MOST OF THE PEOPLE IN TOWN, I GUESS.

WELL, WE'RE GOING TO HAVE TO DO SOMETHING ABOUT THAT. IT'S NOT RIGHT THAT PEOPLE THINK MY NEPHEW IS A BAD MAN.

THEY DON'T KNOW I'M YOUR NEPHEW, AUNT MAY.

I KNOW, I KNOW, IT'S JUST... THE PRINCIPLE OF IT, THAT'S ALL.

I CAN CALL YOU A CAB --

IT'S ALL RIGHT, PETER. THERE'S PLENTY OUTSIDE. I NEVER HAVE TO WAIT.

I DREADED HAVING THIS TALK, PETER.

SO DID I.

BUT EVERYONE HAS SECRETS, PETER. AND AFTER A WHILE THEY WEIGH THEM DOWN SO MUCH THAT YOU DON'T KEEP A SECRET INSIDE YOUR LIFE ANYMORE, YOU LIVE YOUR LIFE INSIDE A SECRET.

WE HAVE TO TALK ABOUT OUR SECRETS, EVEN IF IT'S PAINFUL, TO THE ONES WE LOVE AND RESPECT.

AND FOR ME, THAT'S YOU, PETER. AND IF I AM THAT FOR YOU... THEN I CAN LIVE, AND DIE, HAPPY.

AND THAT WON'T BE FOR A VERY LONG TIME, AUNT MAY.

GOOD. BECAUSE WE'RE NOT FINISHED TALKING ABOUT THIS. NOT BY A LONG SHOT.

I LOVE YOU. I HATE THAT YOU ARE DOING THIS. I'LL TRY TO FIND SOMETHING IN THE MIDDLE I CAN LIVE WITH. BUT IT WON'T BE EASY, PETER. IT WON'T BE EASY.

I KNOW.

GOOD NIGHT, PETER.

'NIGHT, AUNT MAY.

ALL MY LIFE, I'VE DREADED HAVING THAT CONVERSATION. I'VE LIVED IN FEAR OF IT FOR YEARS.

YEARS.

FOR A CONVERSATION THAT TOOK A LITTLE UNDER THREE HOURS.

AND I'M SO PROUD OF HER. SHE'S SO STRONG.

SO STRONG.

FOR ALL THE YEARS I WORE THIS, I ALWAYS FELT AS IF I WAS HIDING MORE THAN MY NAME. I WAS HIDING WHO I WAS. HIDING FROM THE WORLD. FROM MYSELF. AND FROM HER.

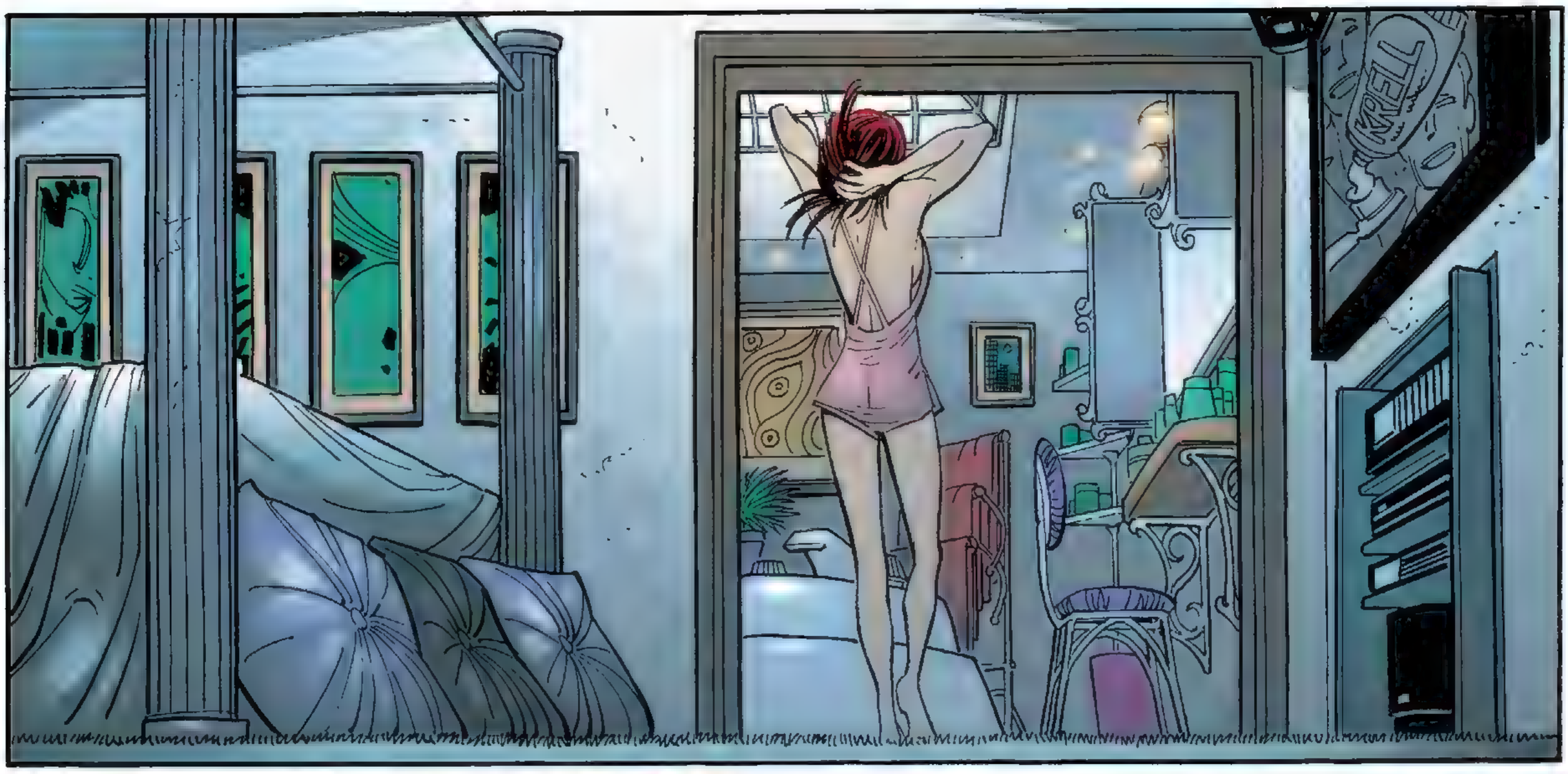
FOR THE FIRST TIME, AS I PUT IT ON, I FEEL NOT CONFINED, BUT FREE.

SHE HAS GIVEN ME THAT FREEDOM. AND I KNOW IT COST HER. HOWEVER MUCH SHE PUT ON A BRAVE FACE...I KNOW THIS MUST HAVE COST HER TERRIBLY. AND I'LL MAKE THAT UP TO HER, SOMEHOW.

BECAUSE MAY IS RIGHT. OUR GREAT POWER, AND OUR GREAT RESPONSIBILITY, IS TO ONE ANOTHER. AND I WON'T LIE TO HER AGAIN. I WON'T LET HER DOWN.

EVER.

MEANWHILE...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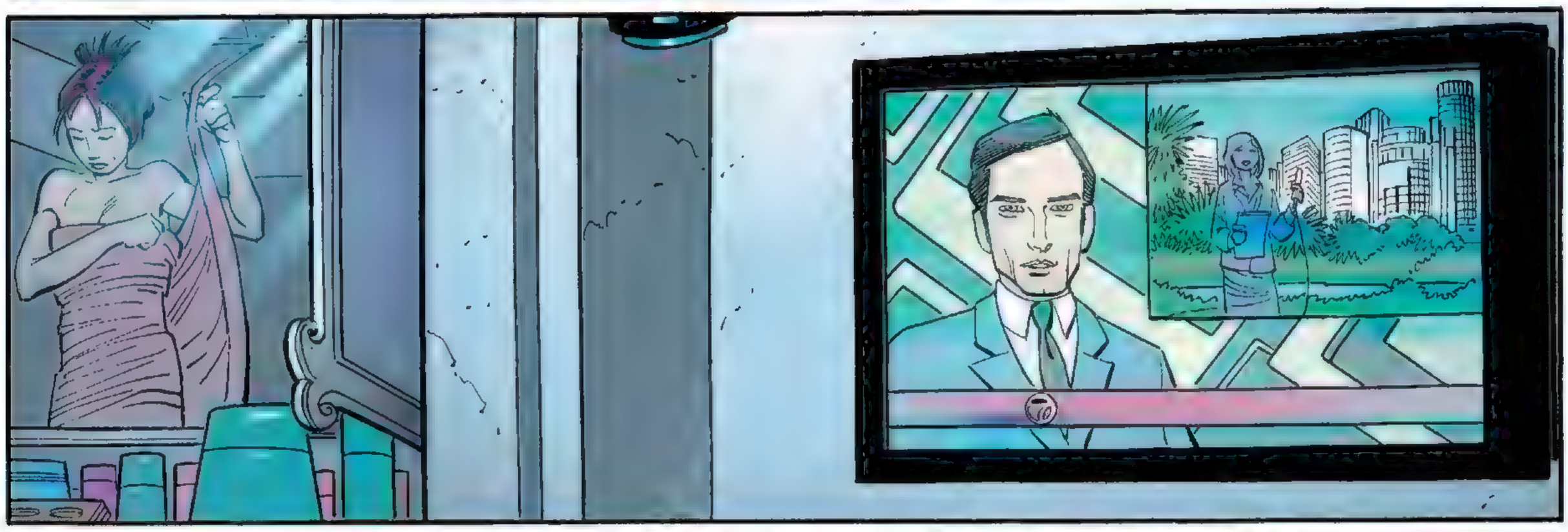

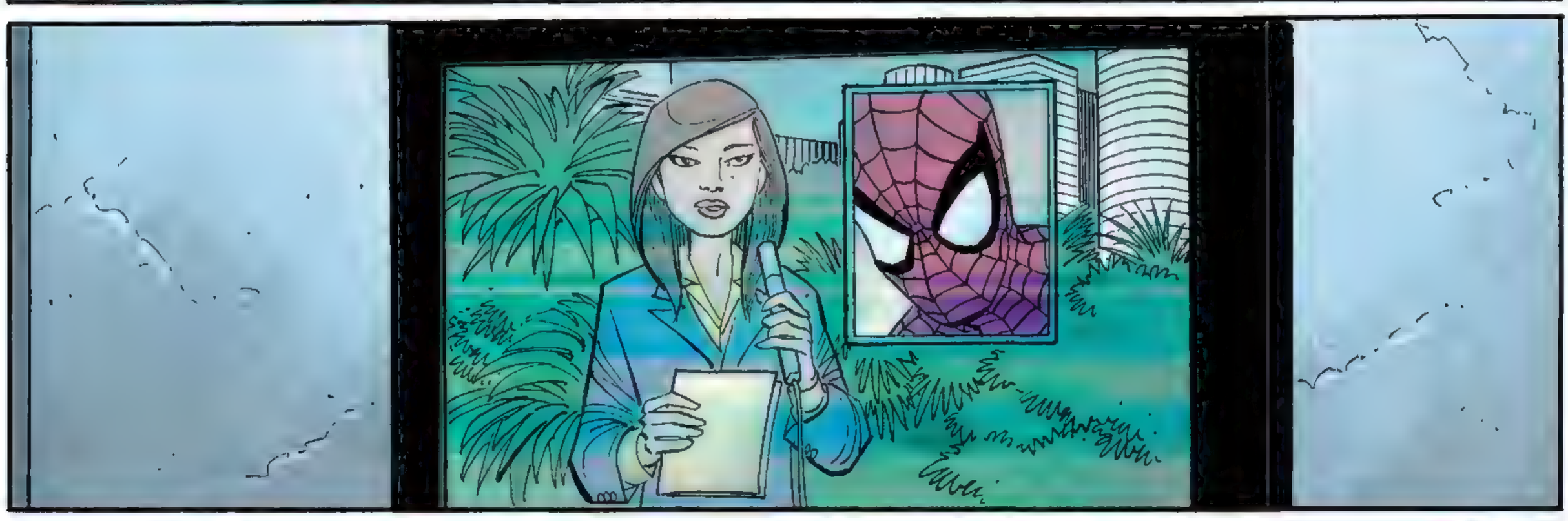

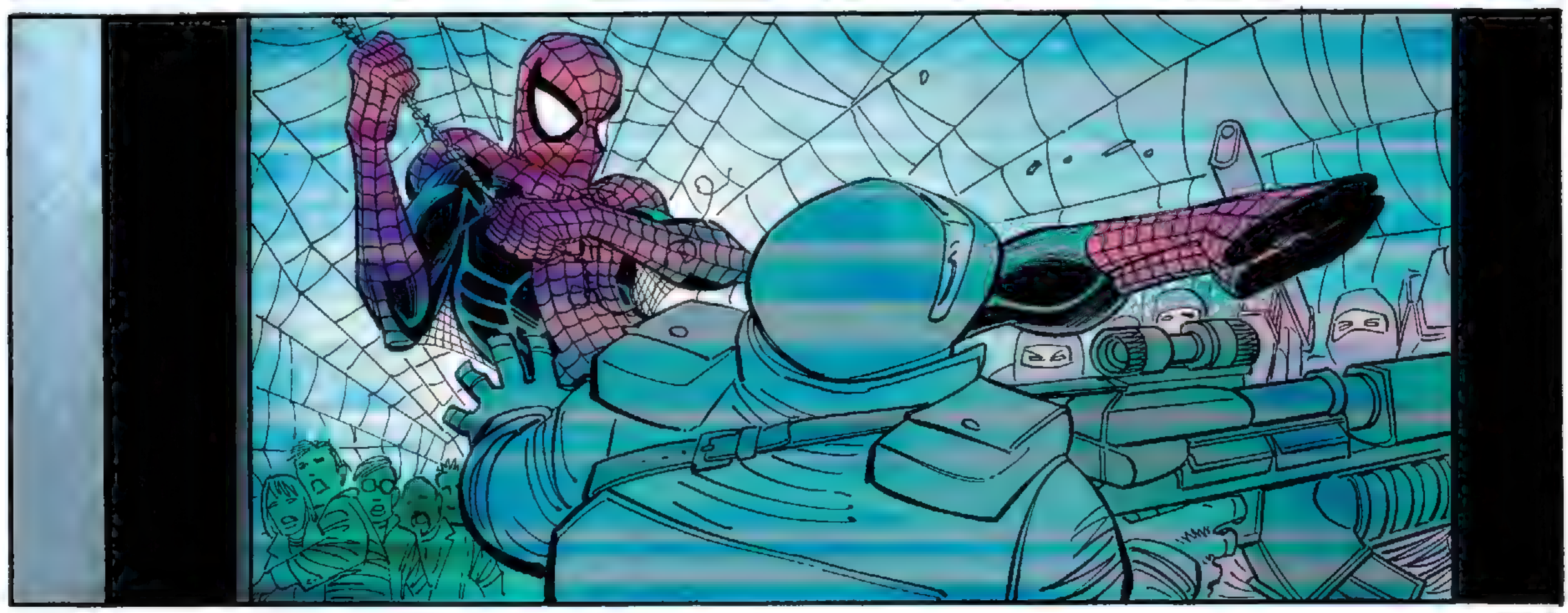

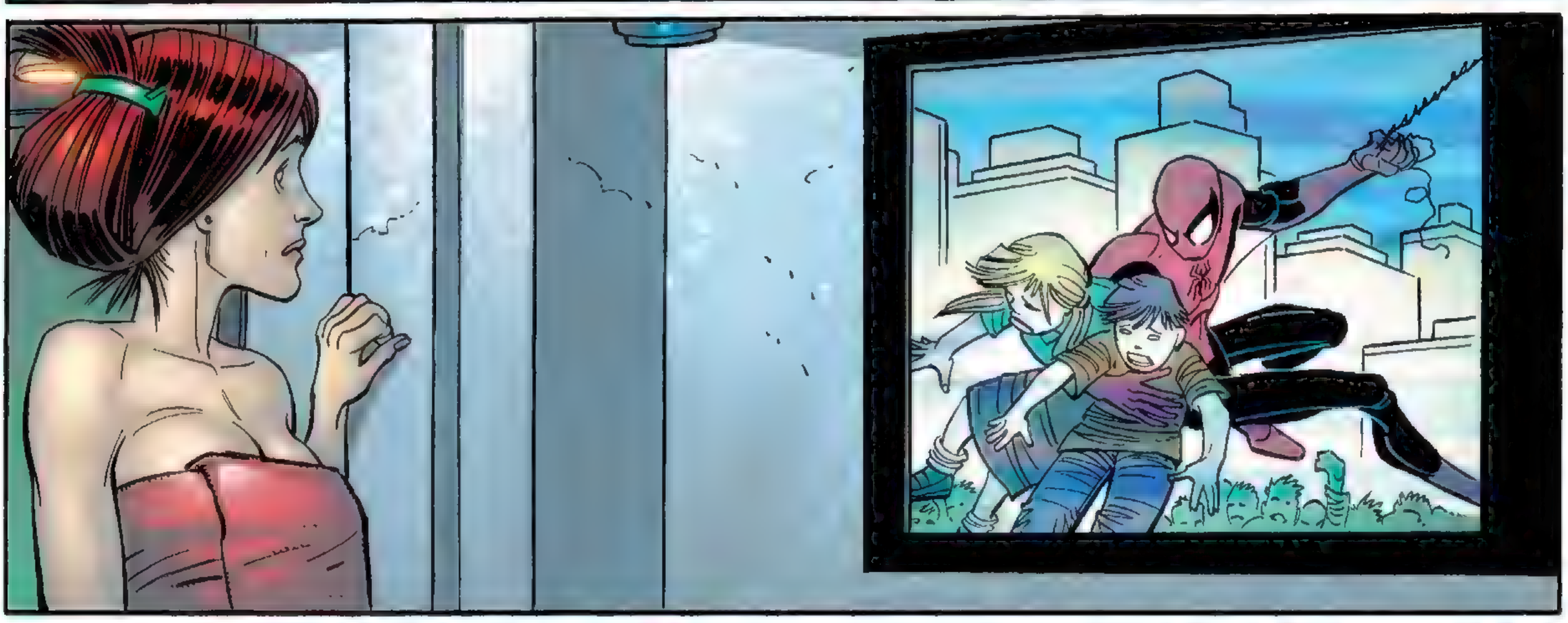

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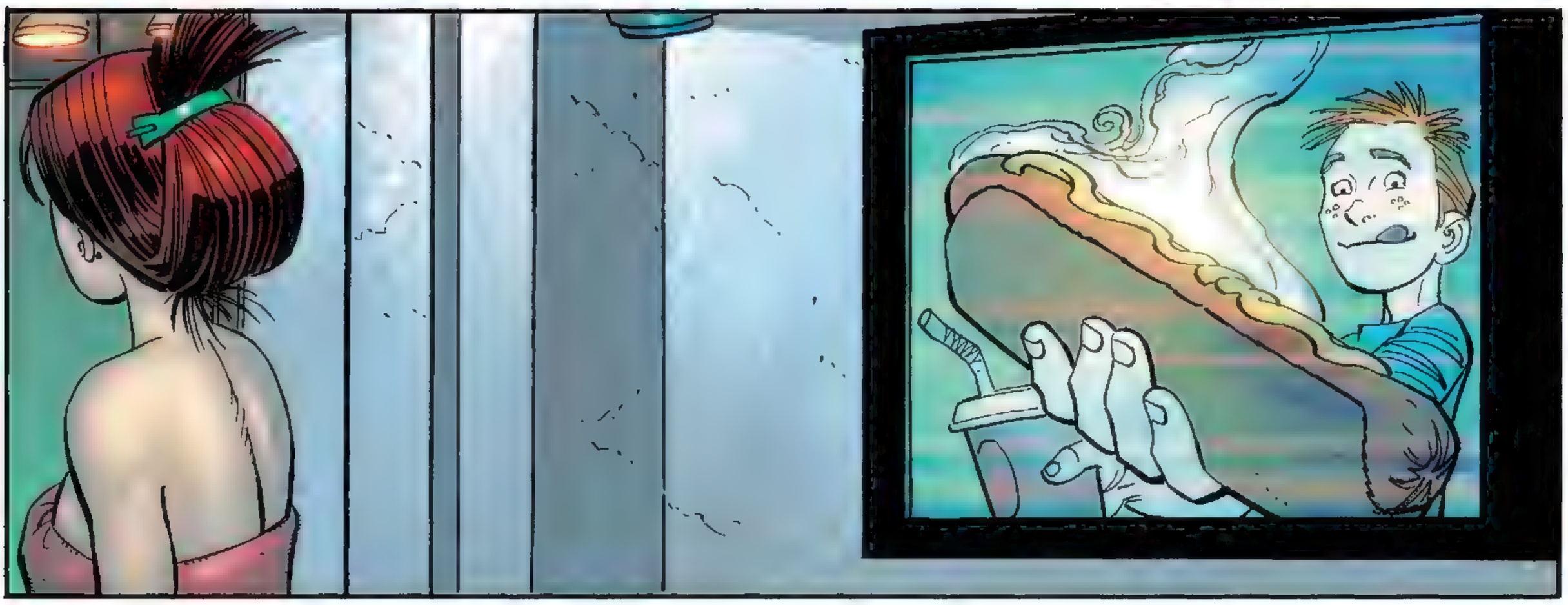
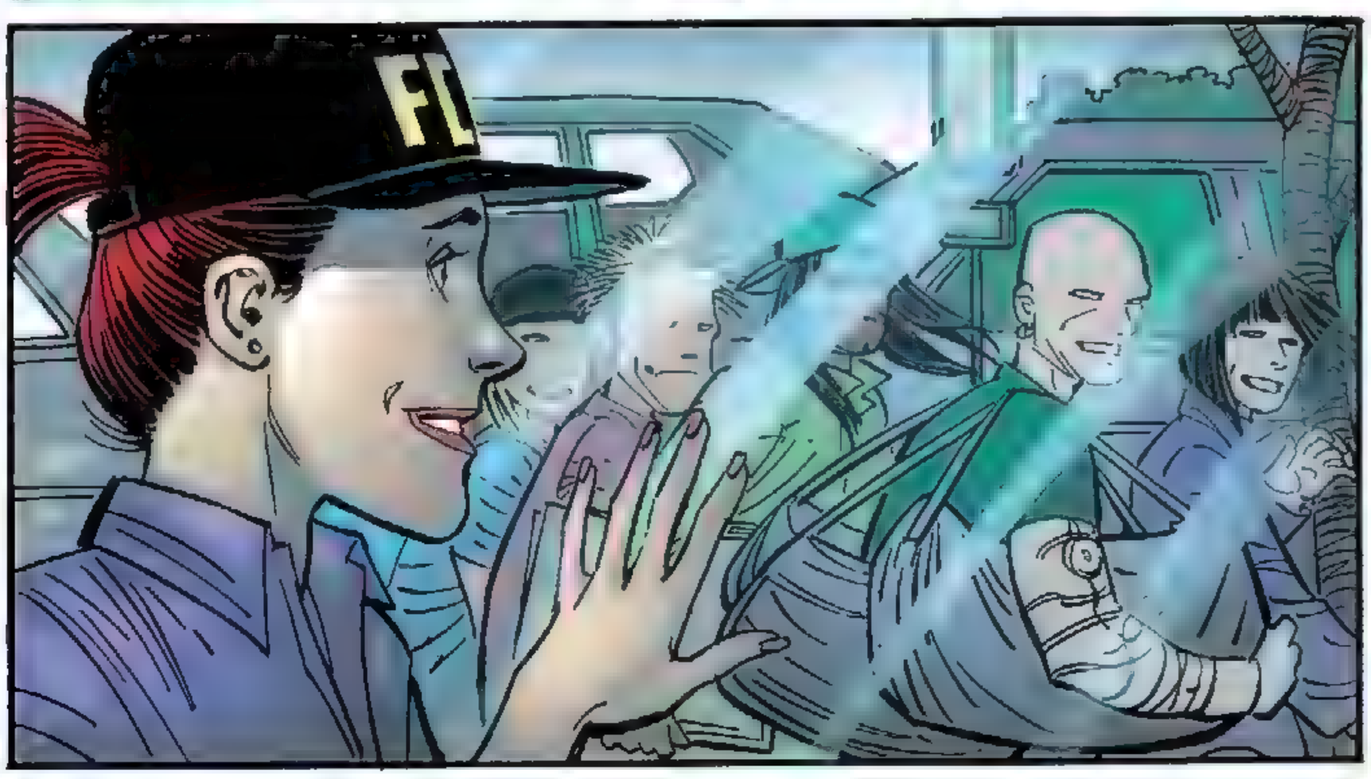
GRADE A
FRANKS



L A
PALMS
DINING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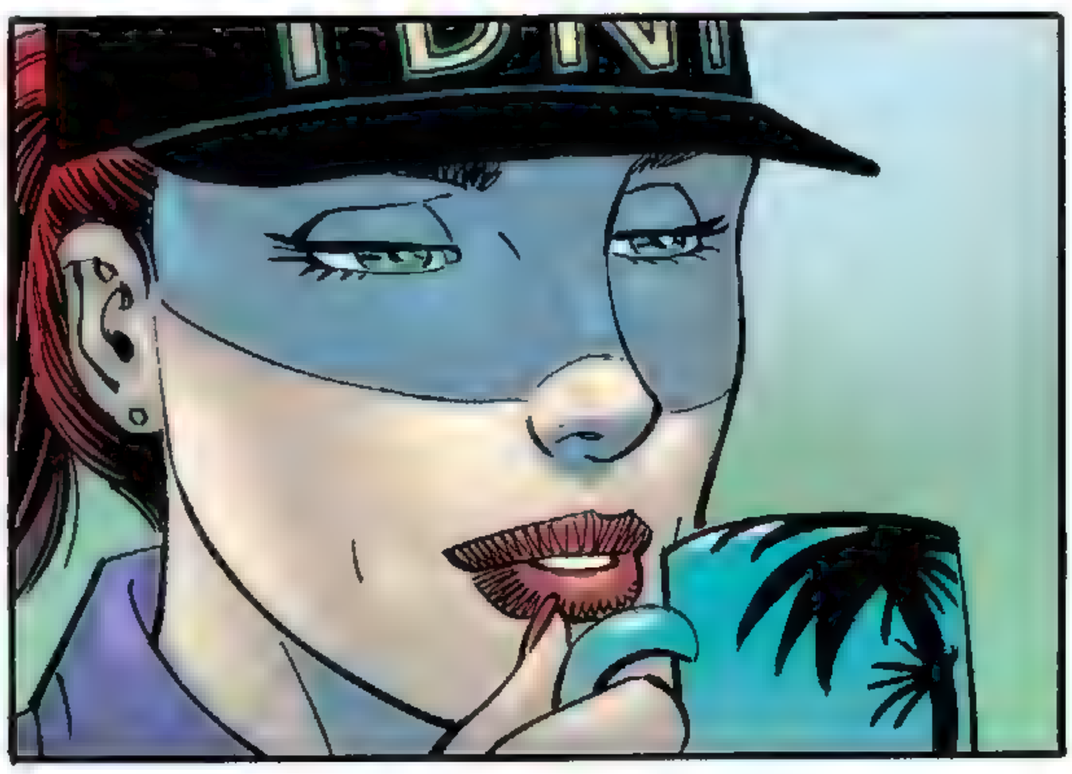
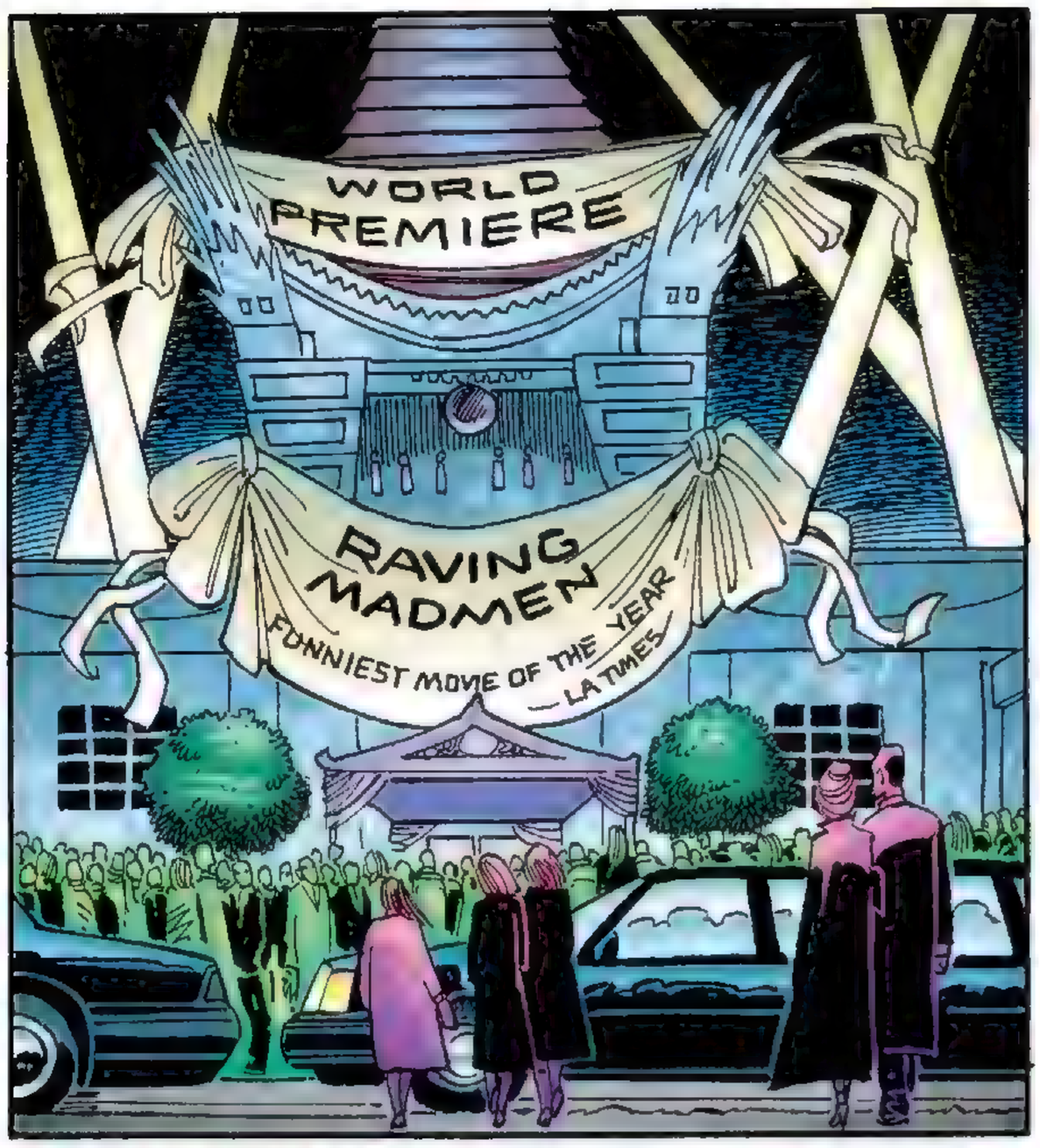
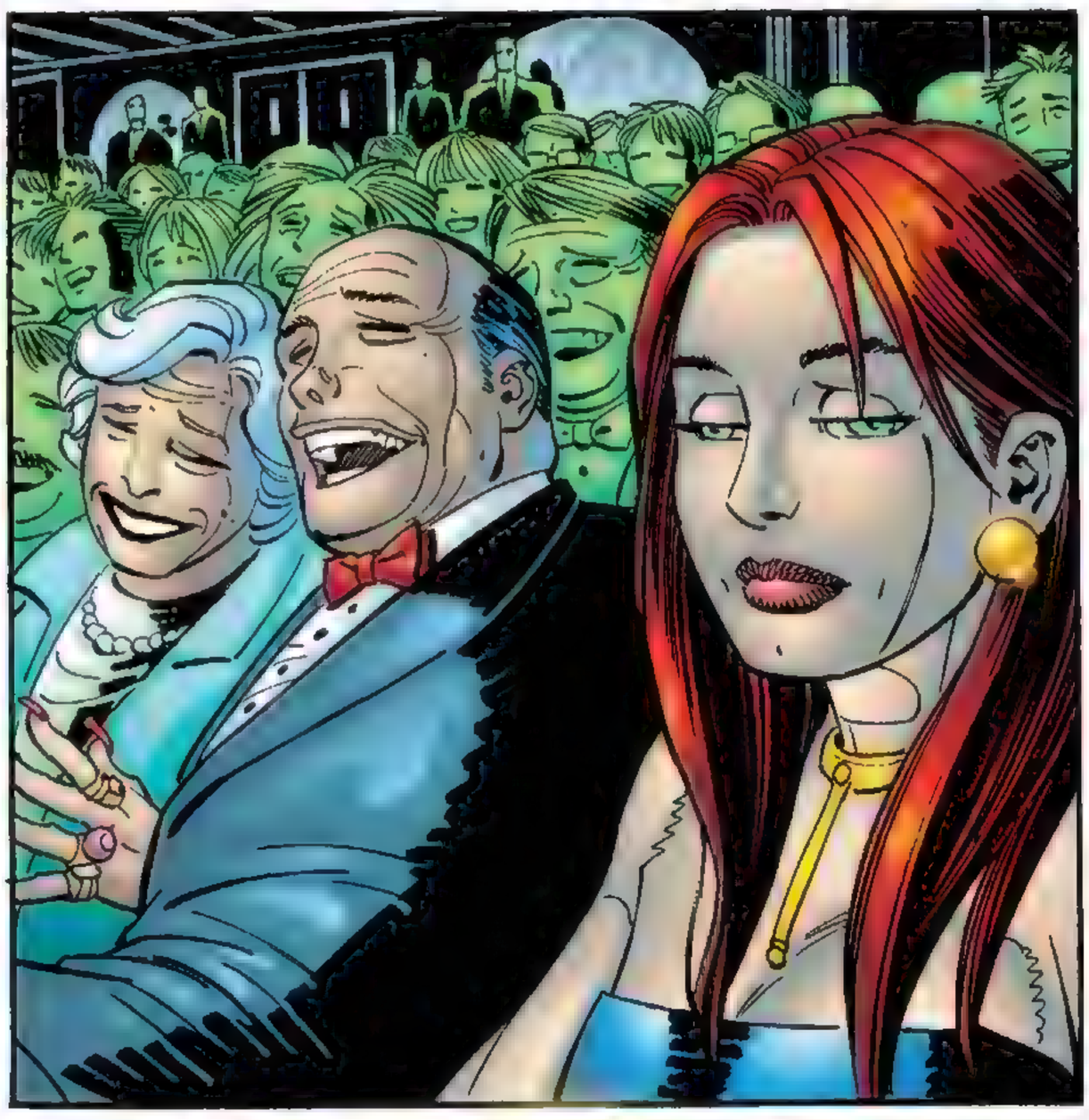
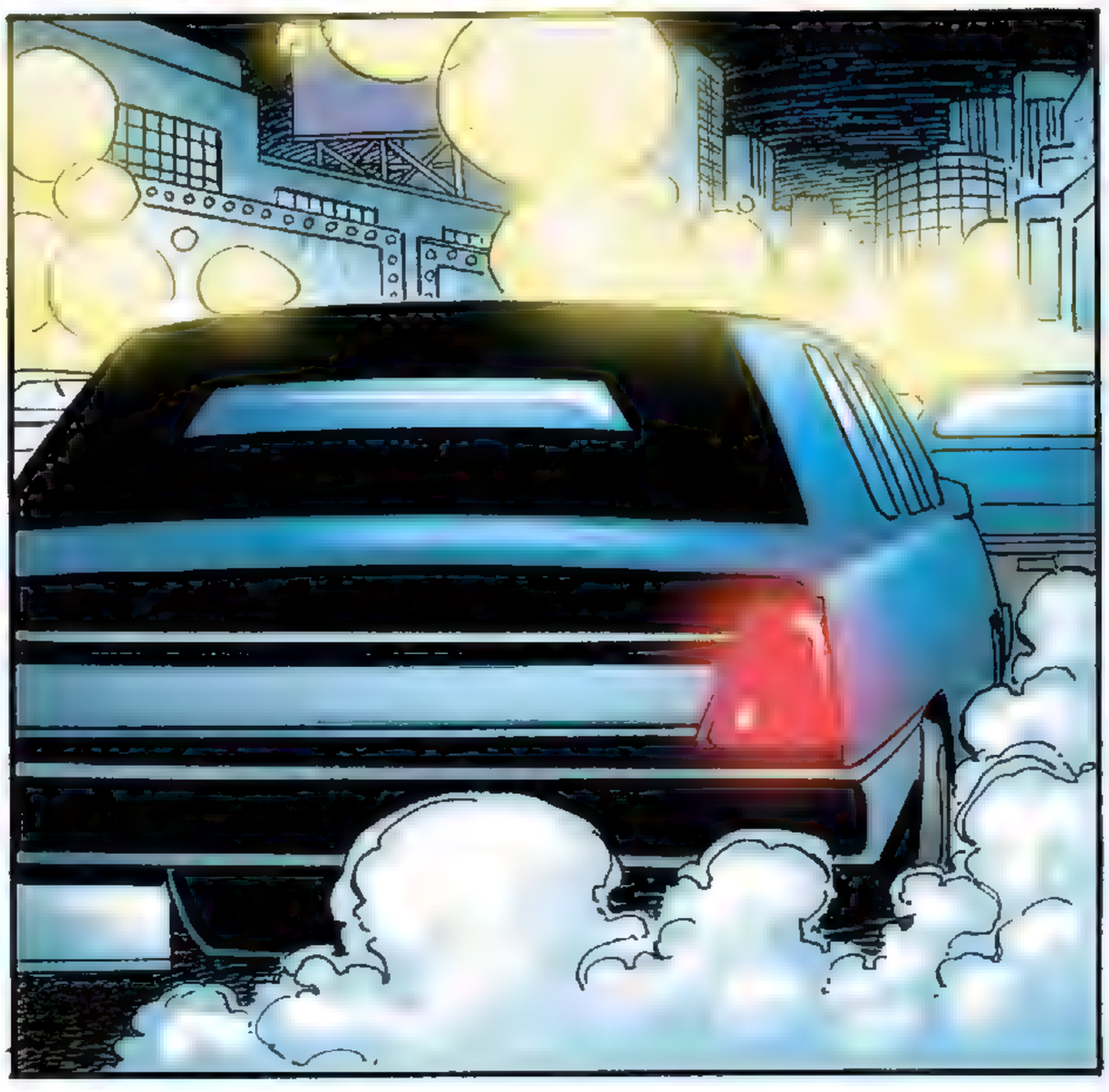


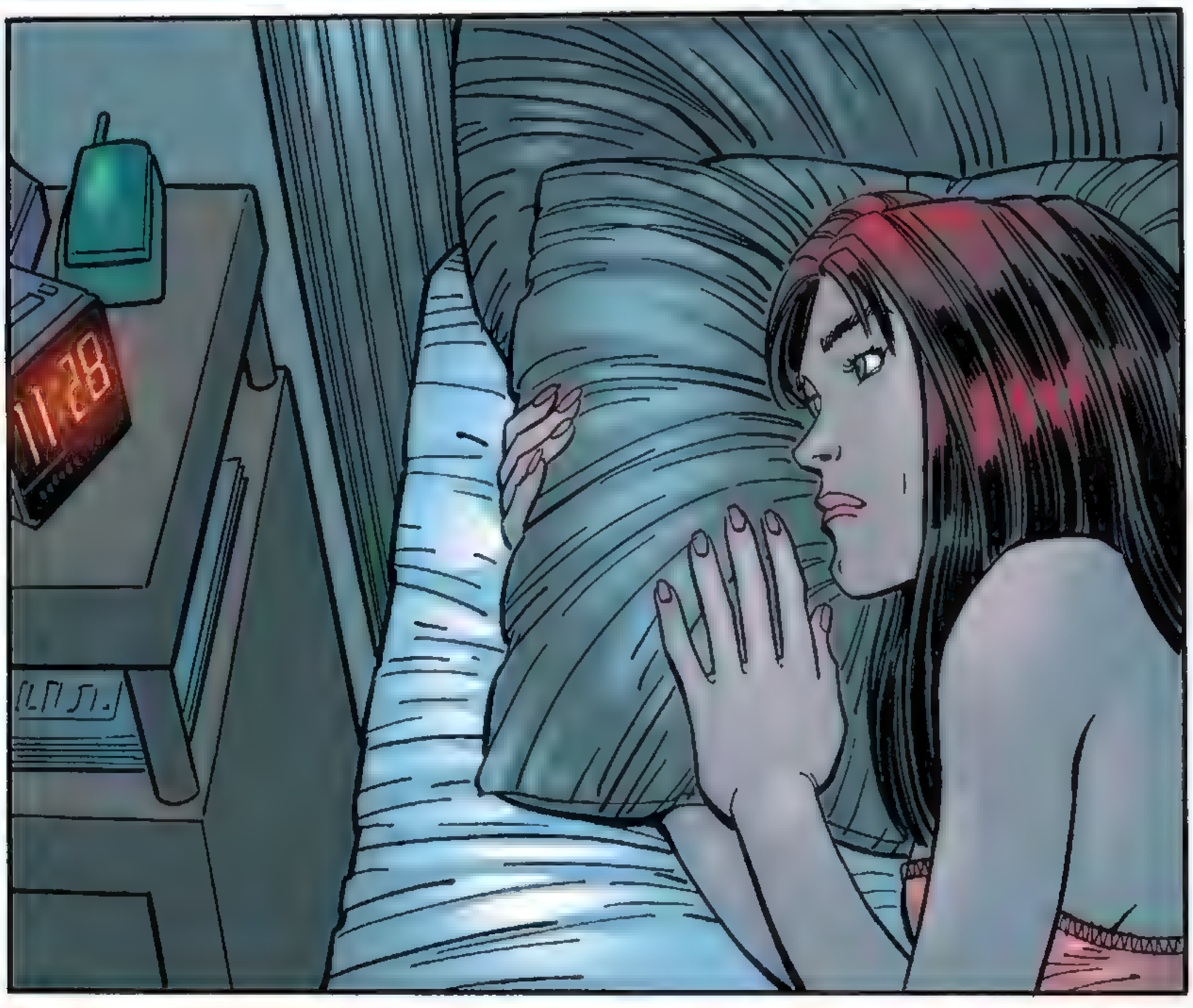

WORLD PREMIERE
RAVING MADMEN
FUNNIEST MOVIE OF THE YEAR
— LA TIMES

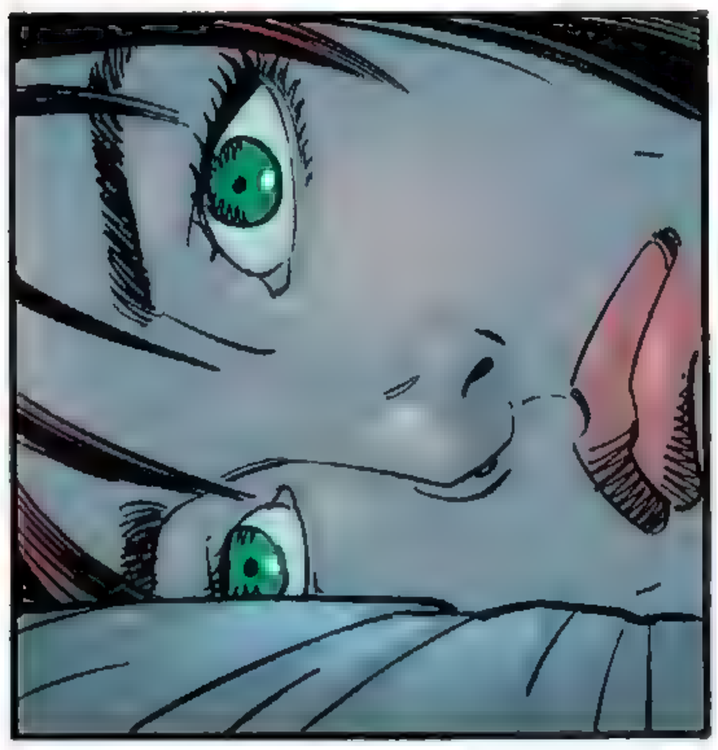




FLAME

11:30





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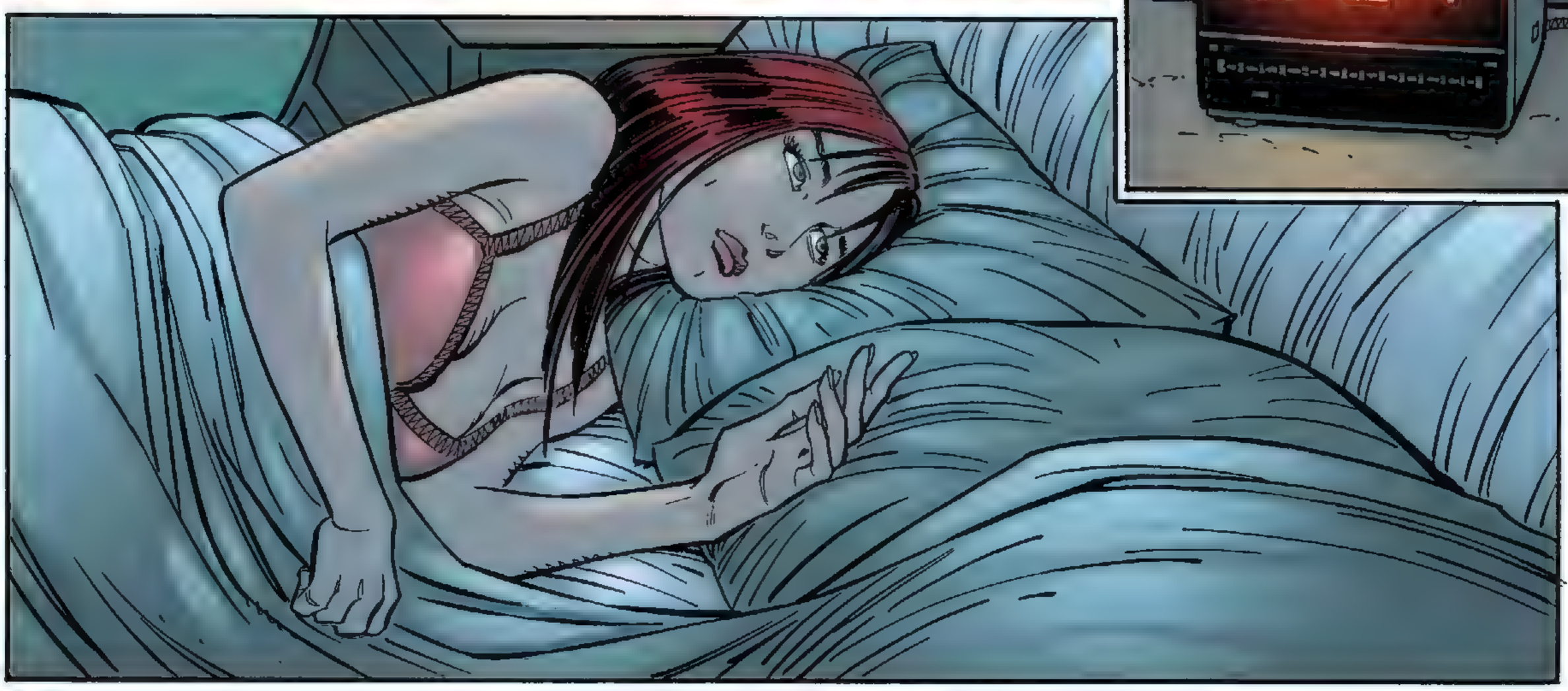

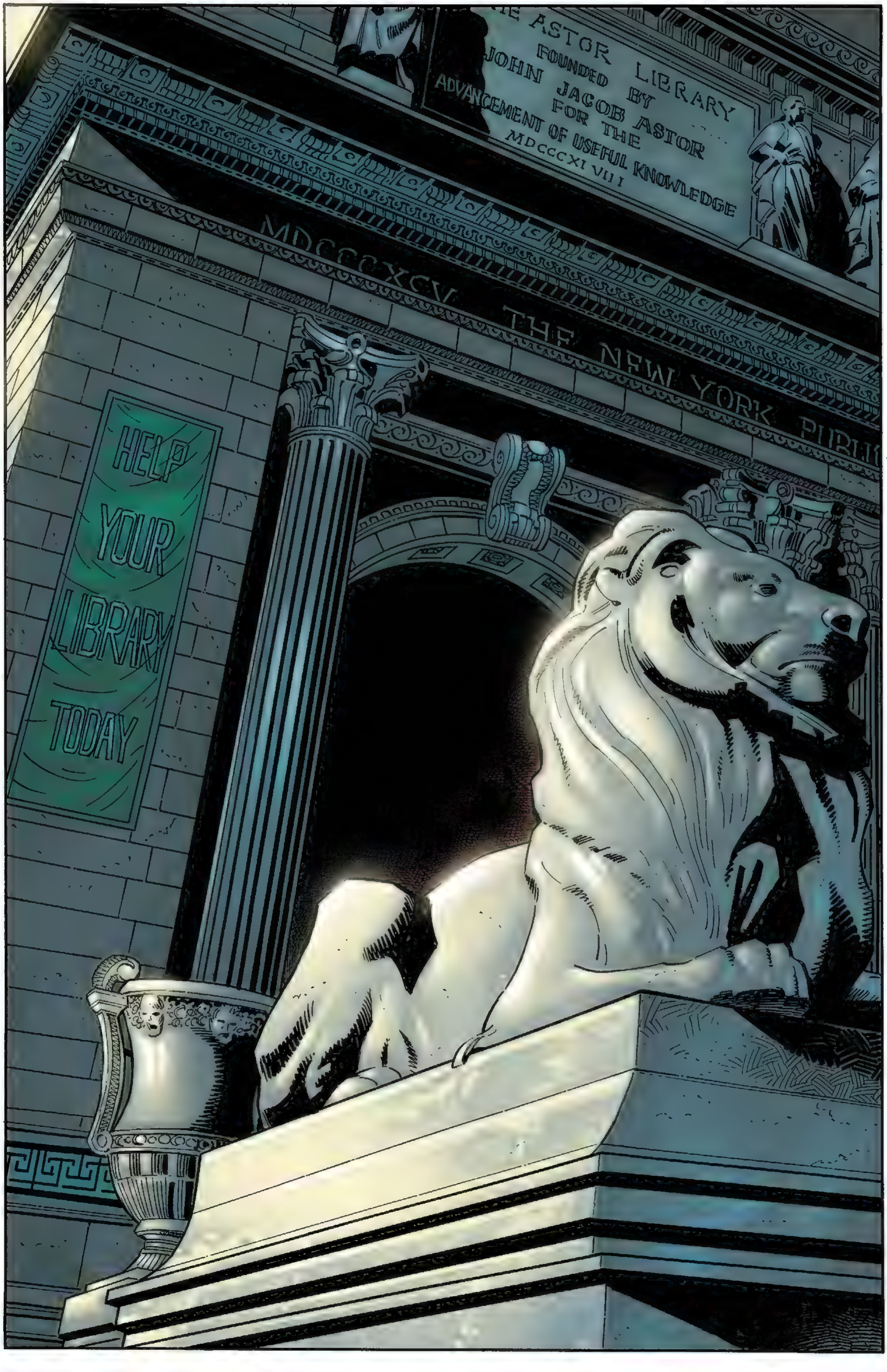
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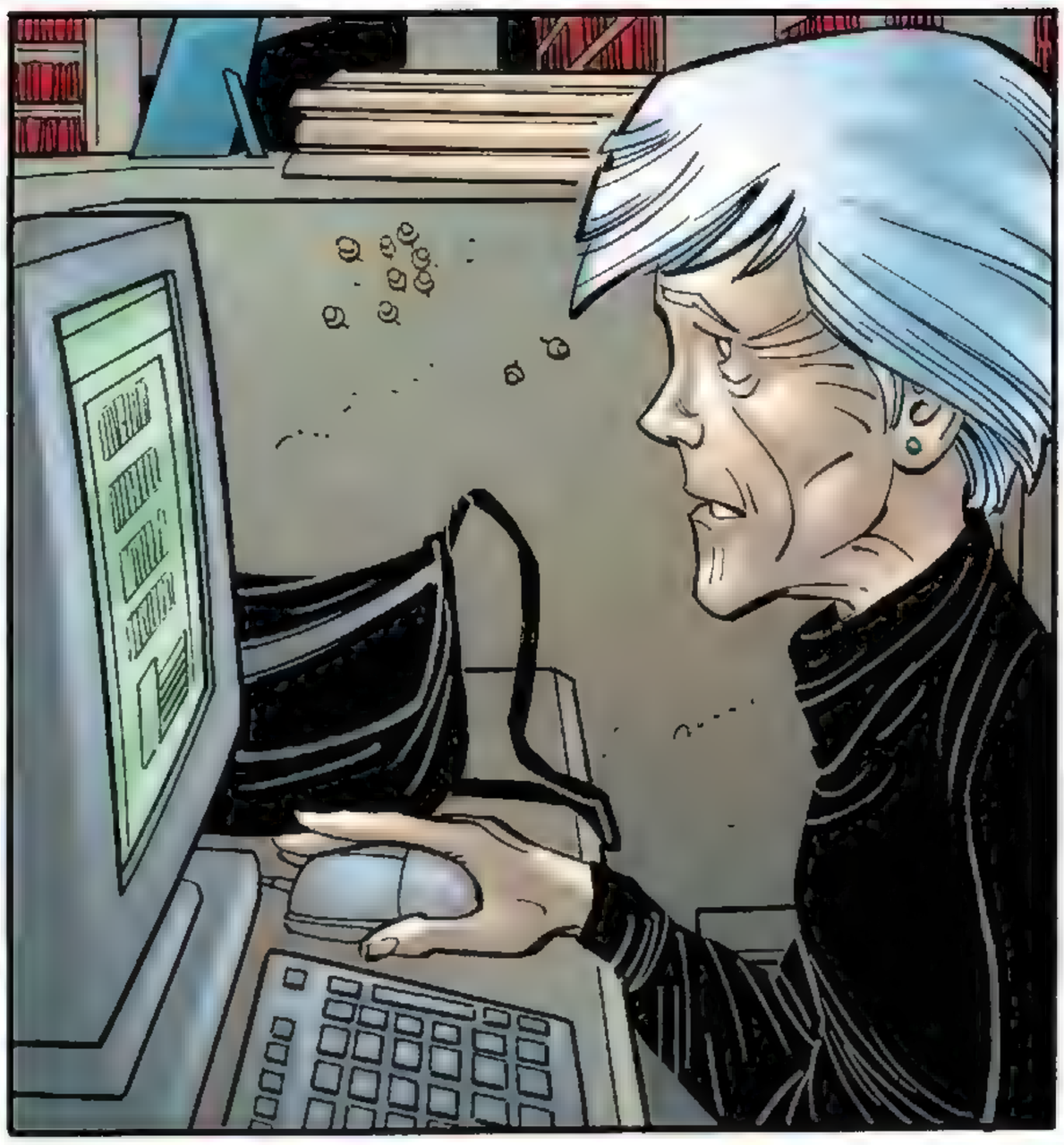
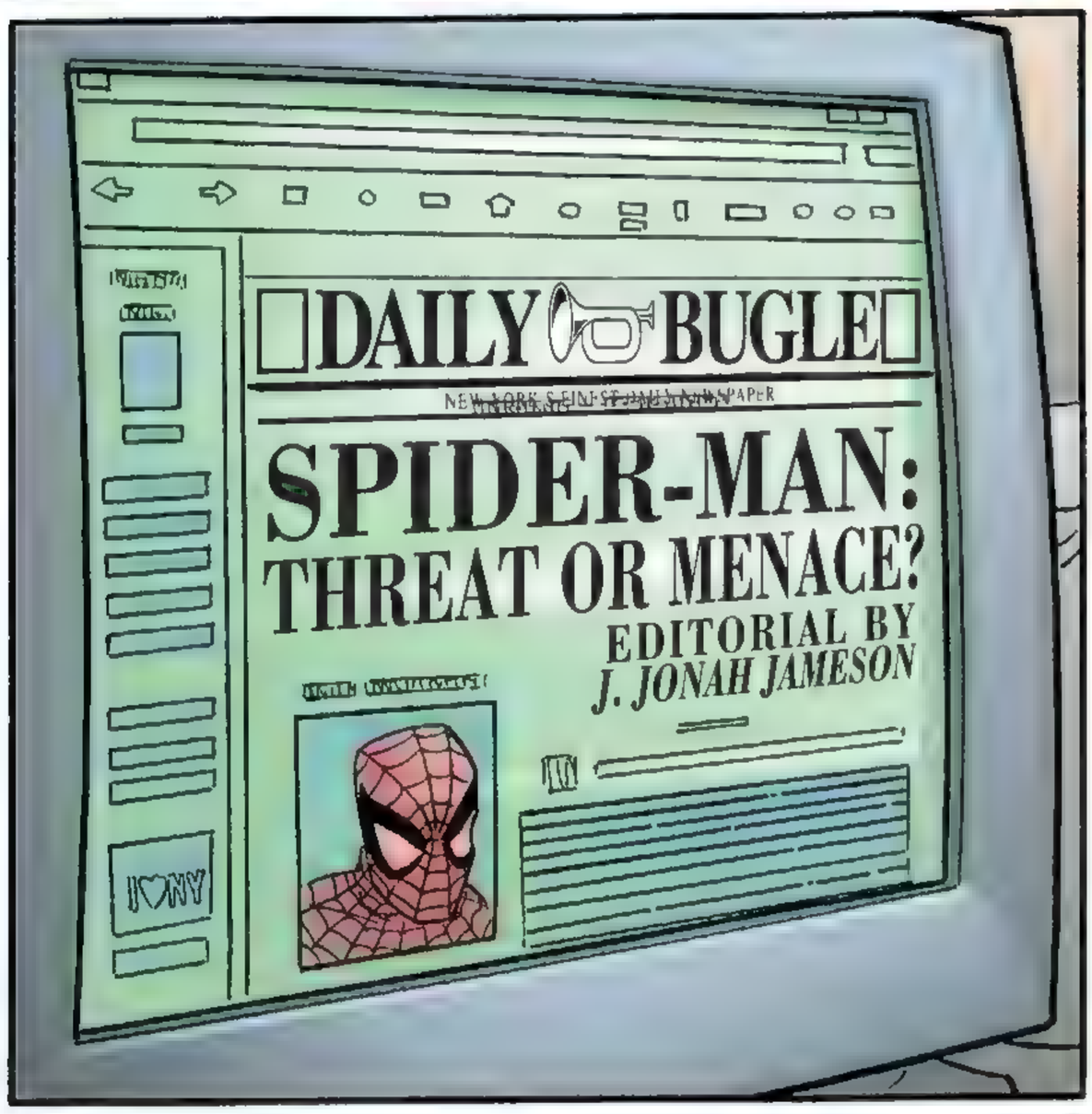
MDCCCXI VIII
MDCCCXCV
THE NEW YORK PUBLIC
HELP
YOUR
LIBRARY
TODAY

SSSSSSSSS

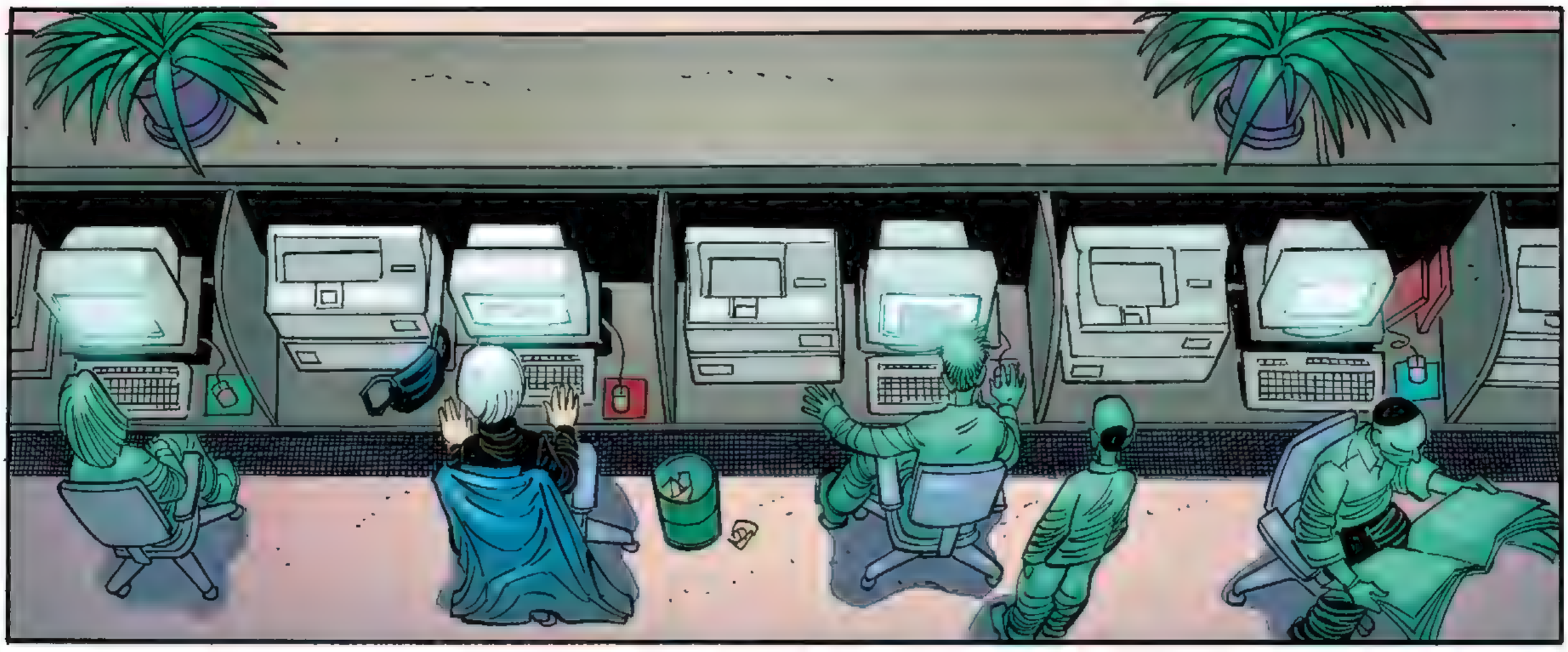



DAILY BUGLE
NEW YORK'S FINEST DAILY NEWSPAPER
SPIDER-MAN:
THREAT OR MENACE?
EDITORIAL BY
J. JONAH JAMESON
I ♡ NY

New York Herald
SPIDER-MAN
FRIGHTENS RESIDENTS

BROOKLYN BANNER

SPIDER-MAN: MISUNDERSTOOD?



To: subscriptionseditor@thedailybugle.com

Cc:

Because of your one-sided coverage of Spider-Man
I am canceling my subscription to the Bugle.

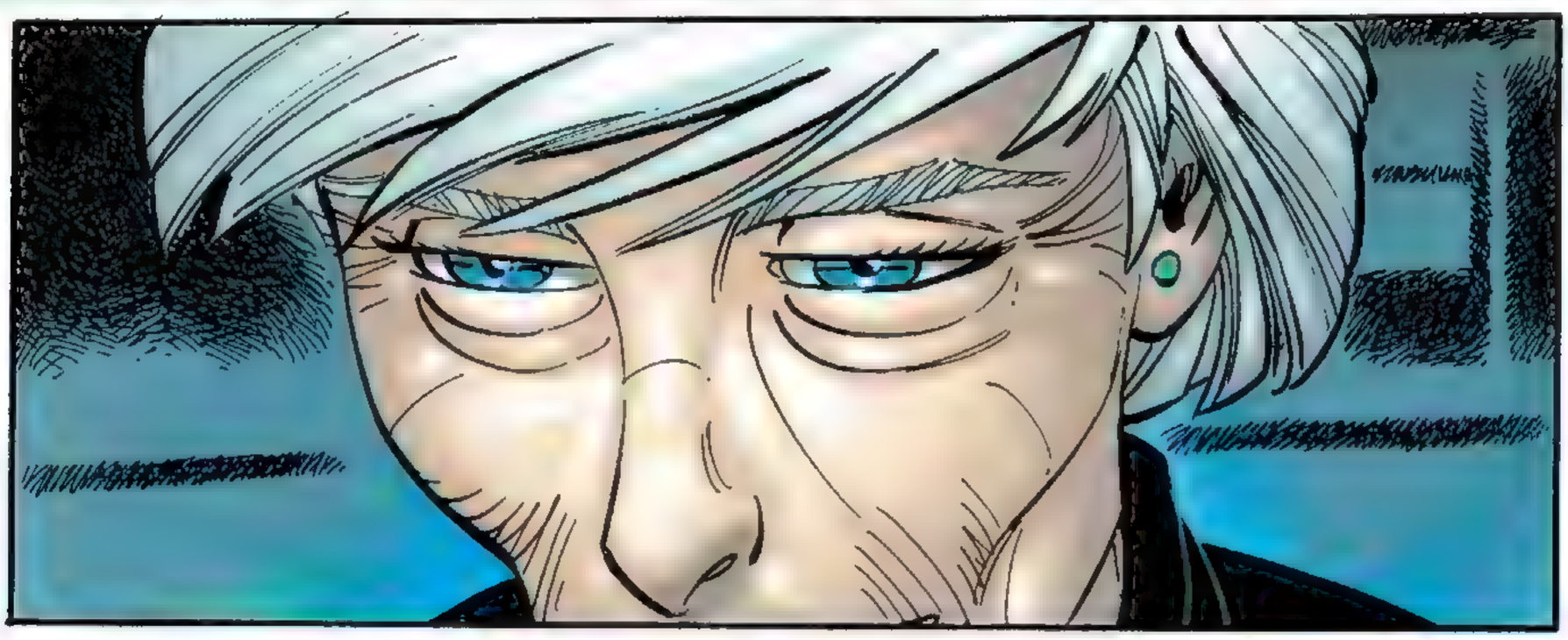
To: subscriptionseditor@newyorkherald.com

Cc:

Bcc:

Subject::

Because of your one-sided coverage of Spider-Man
I am canceling my subscription to the Herald.



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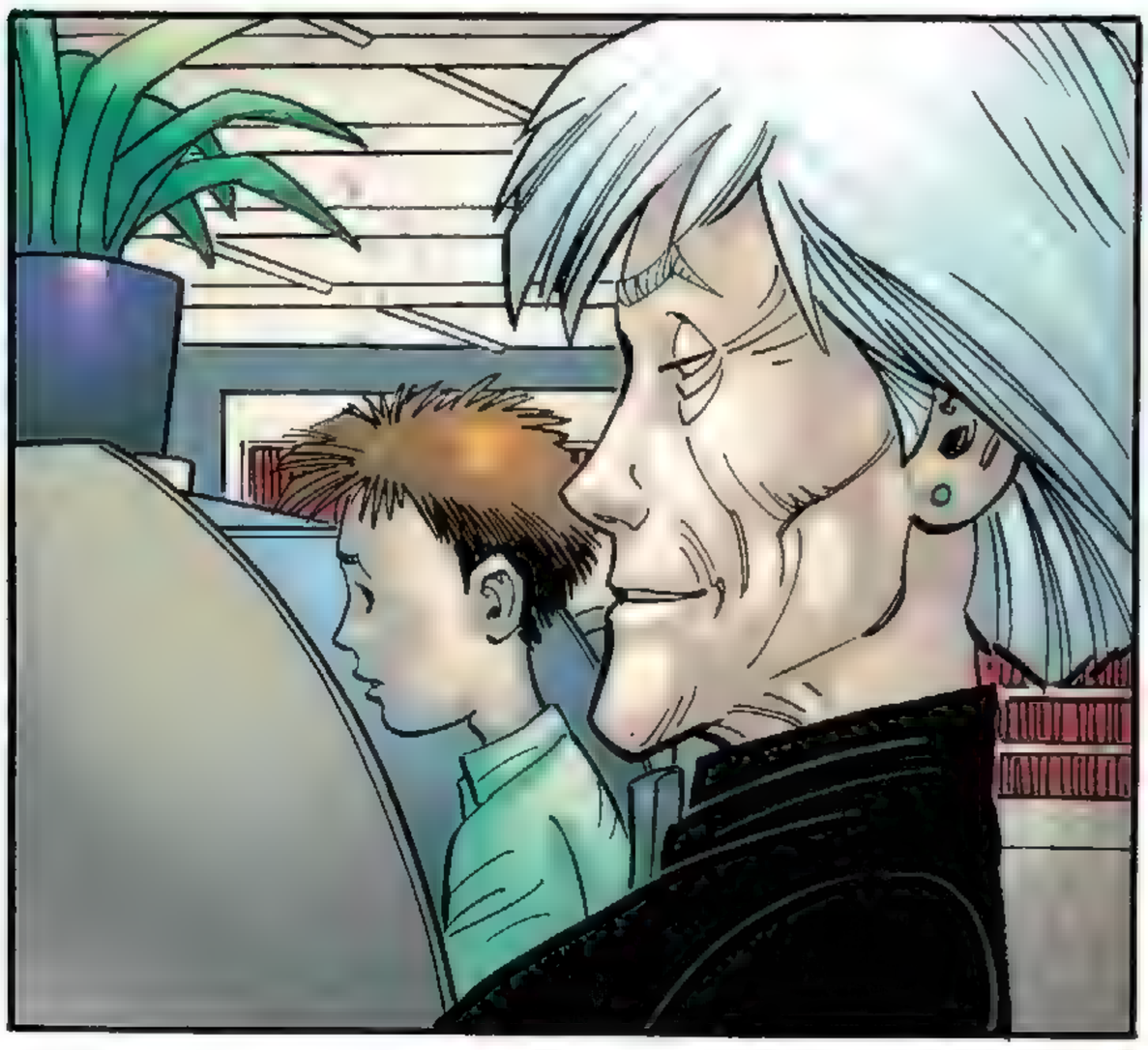
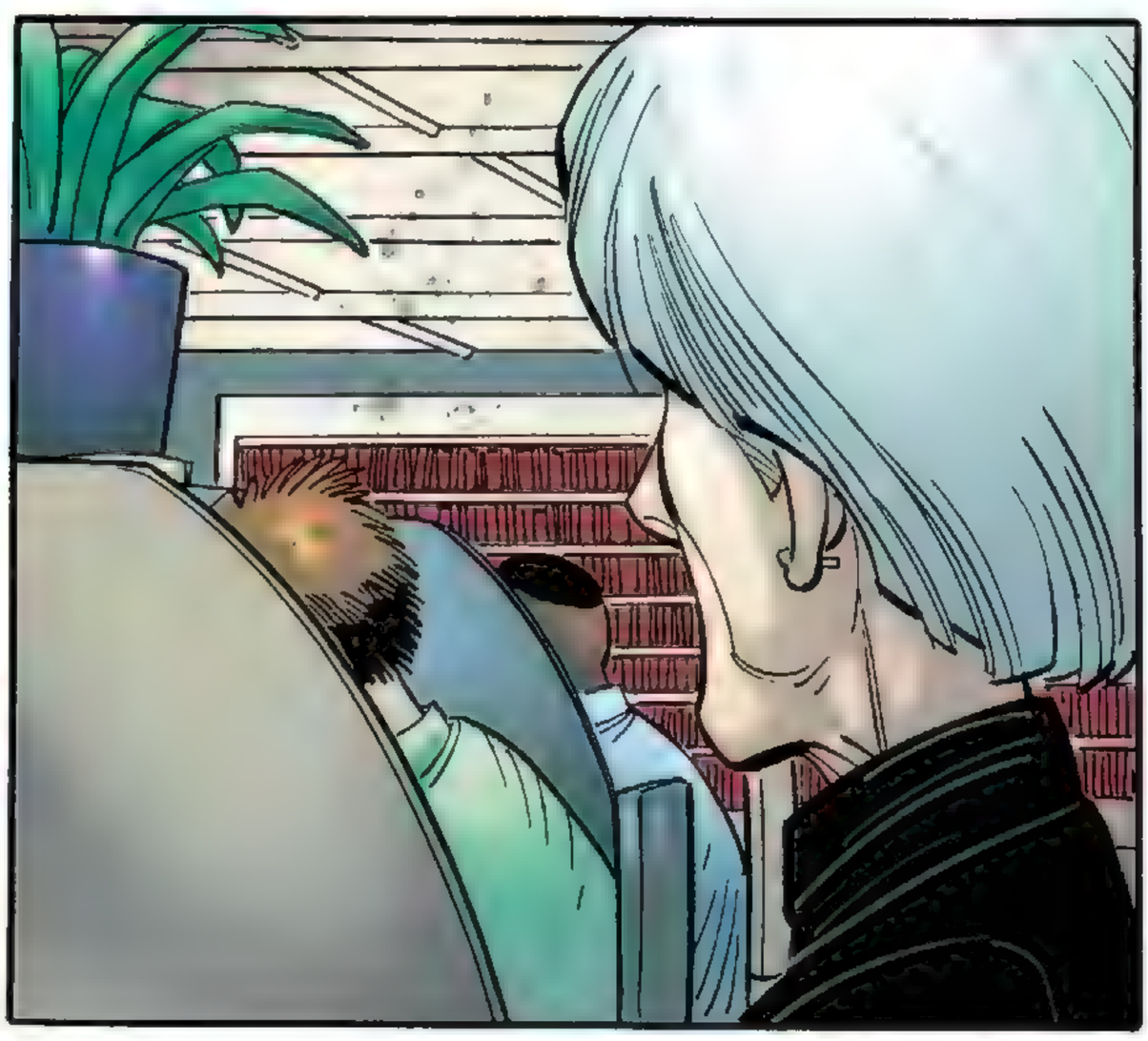
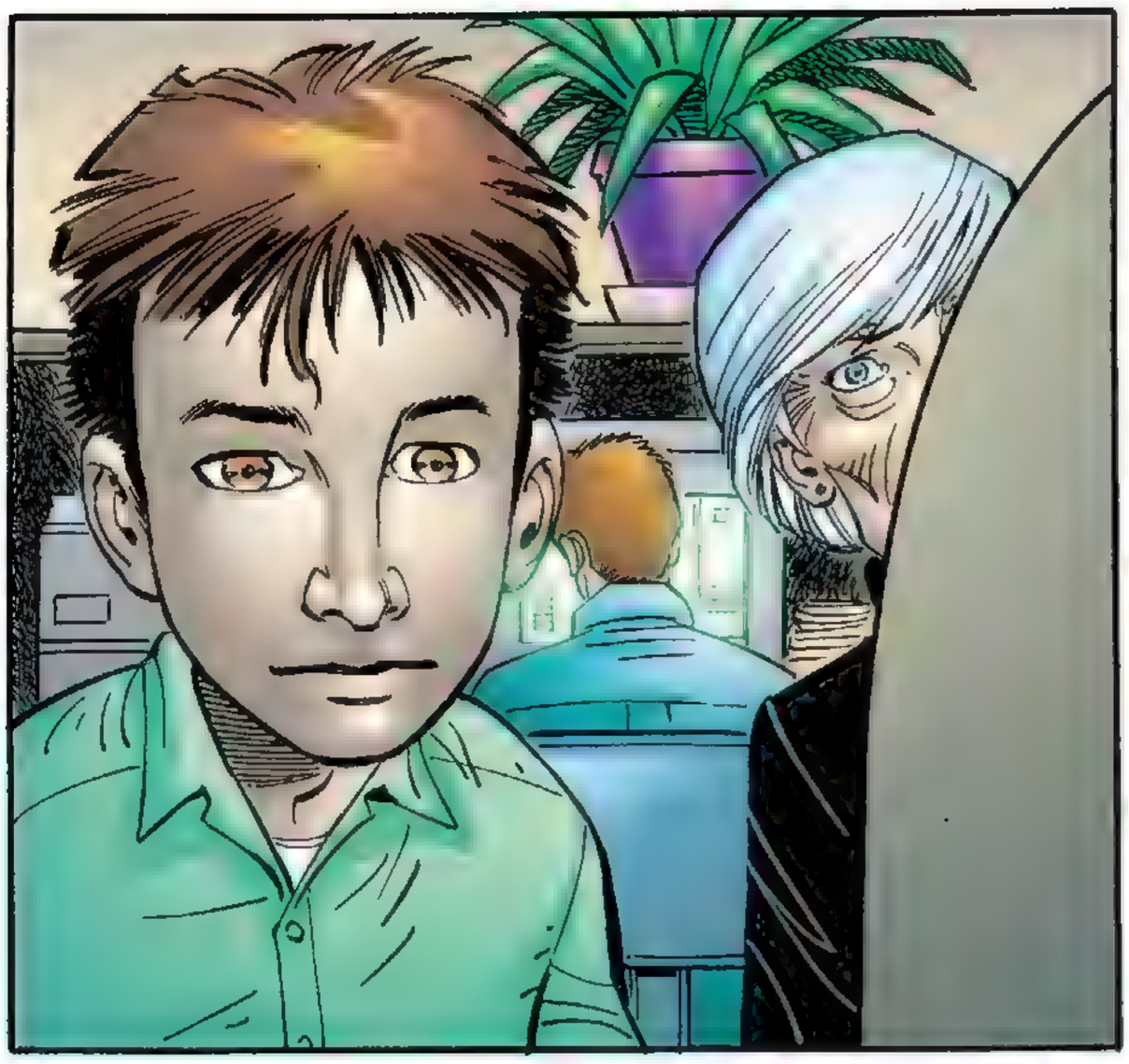
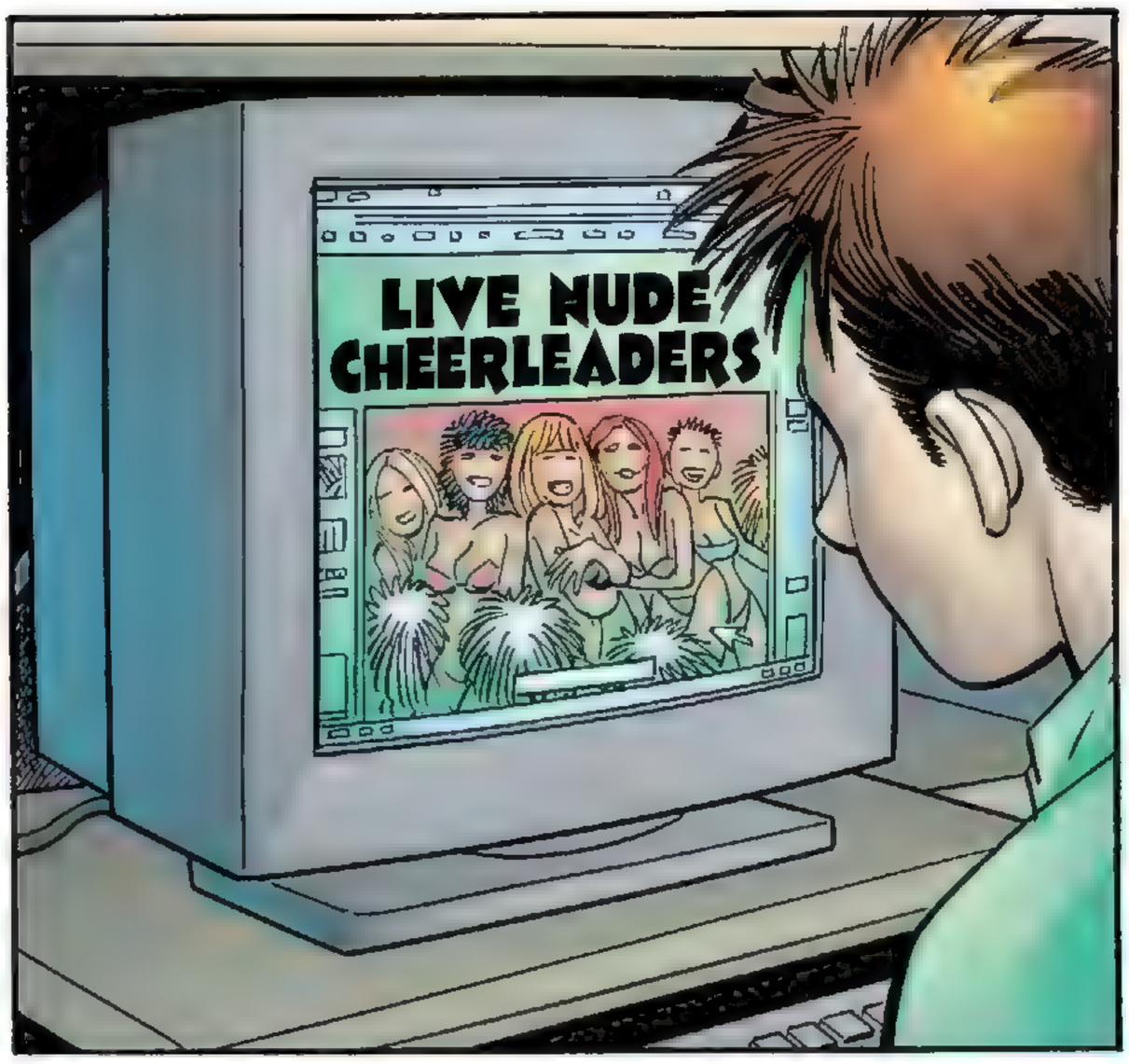
Subject::

Because of your even-handed coverage of Spider-Man
I wish to subscribe to your fine publication.

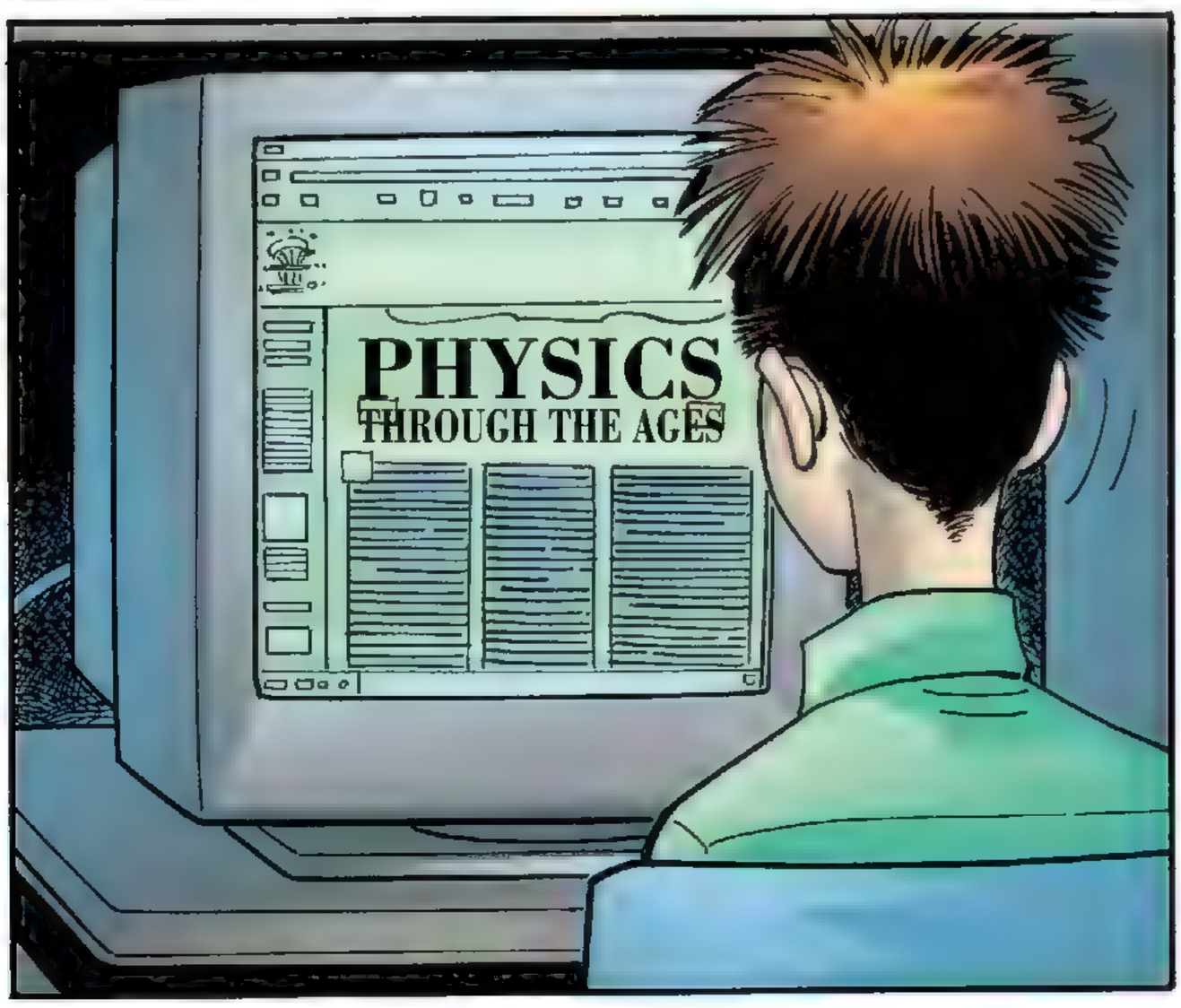







LIVE NUDE
CHEERLEADERS

LIVE NUDE
CHEERLEADER


PHYSICS
THROUGH THE AGES

To: The Letterman Show

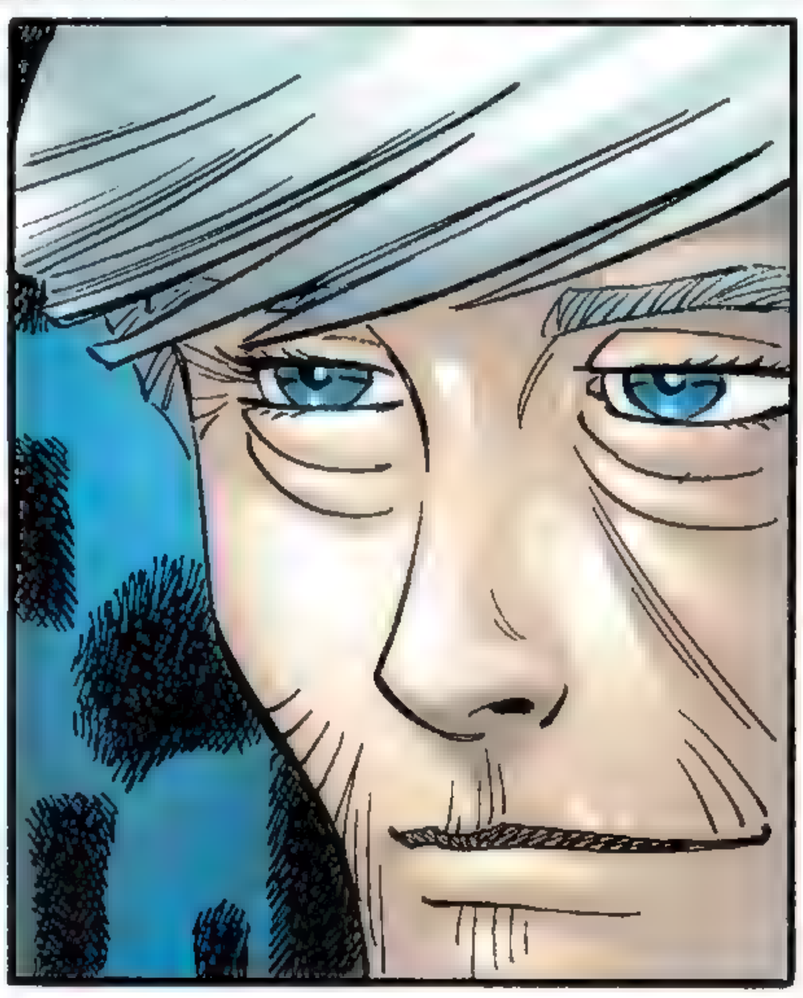
To: The Tonight Show

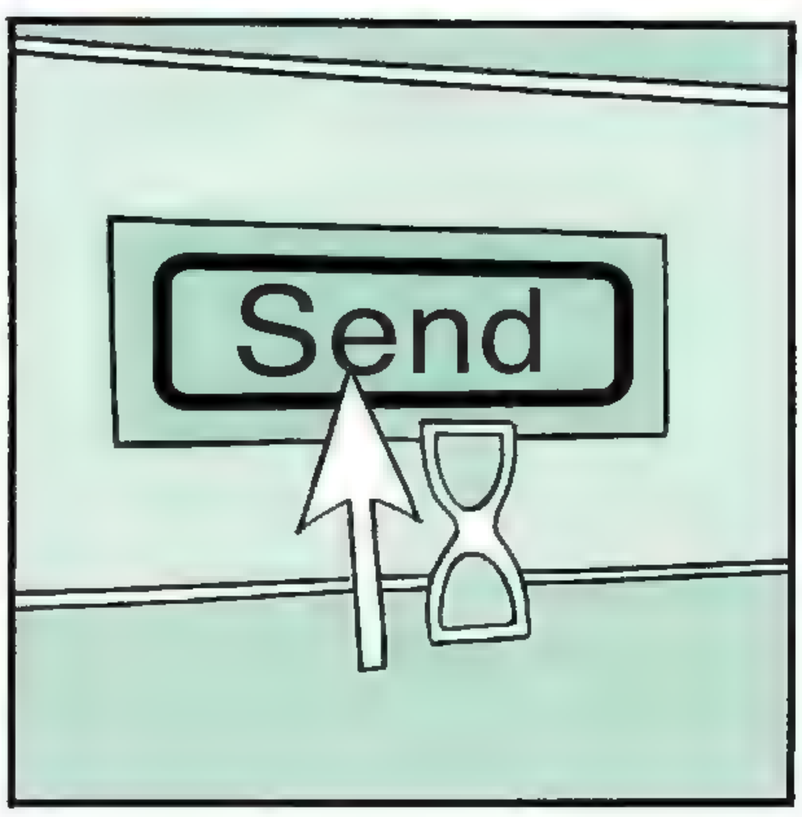
To: Larry King

To: Dan Rather

To: Oprah Winfrey

Have you ever considered doing a show about the lives of such super heroes as Spider-Man? I feel they are very misunderstood by the American people. I'm sure that beneath that mask there is a good person, a kind person, a good face, someone who may have been awkward as a child and always has to check the door before he goes out to make sure it's locked, but still a good and kind person who could profit from the exposure your fine program would provide to help set the record straight and see him for the decent, loving, occasionally vegetarian person he is.



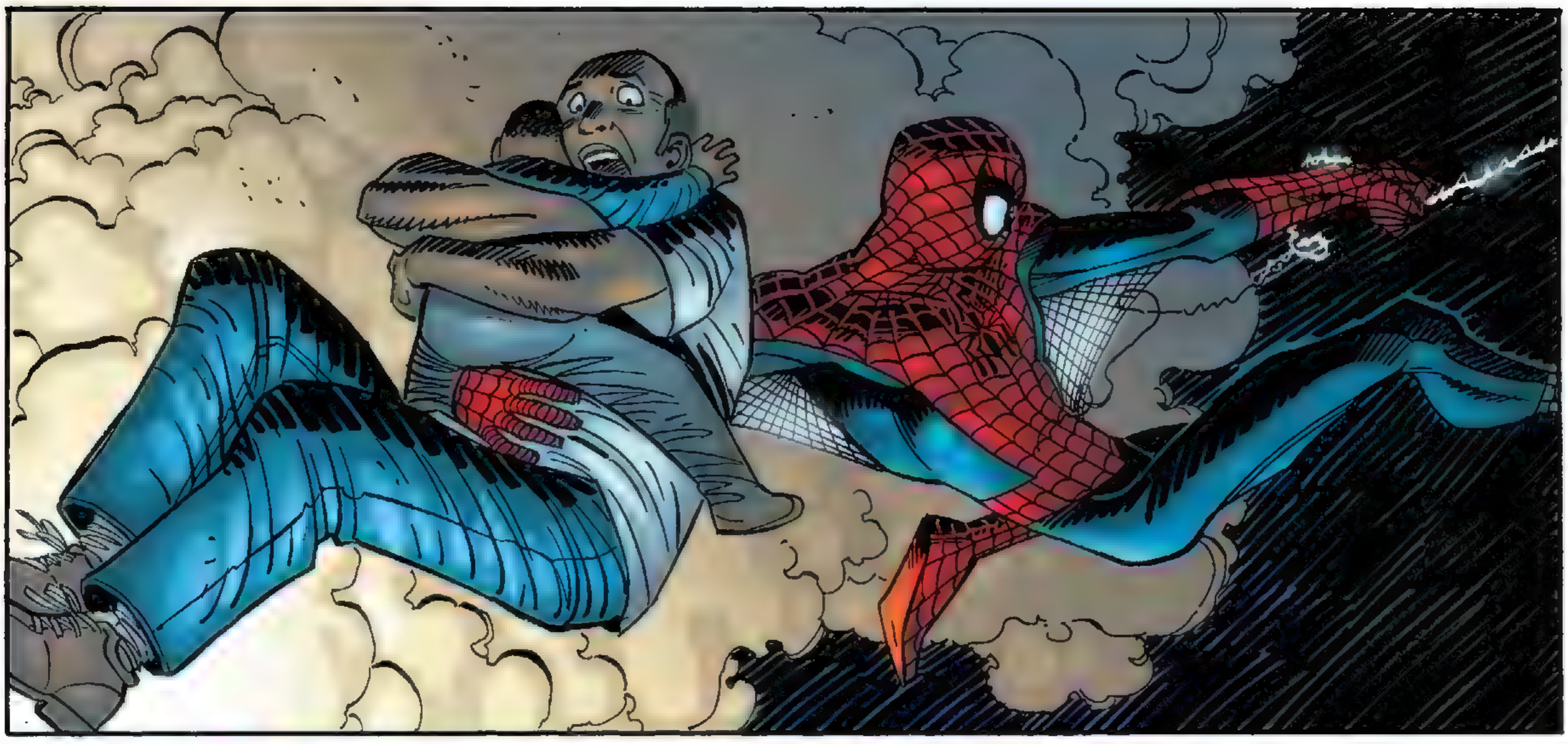


To do!
✓1. Drop off laundry
✓2. Cancel subscriptions to papers that don't like Peter
✓3. Try to improve Peter's image!
4. Pick up Zantac and Tucks
5. Keep working to forgive Peter

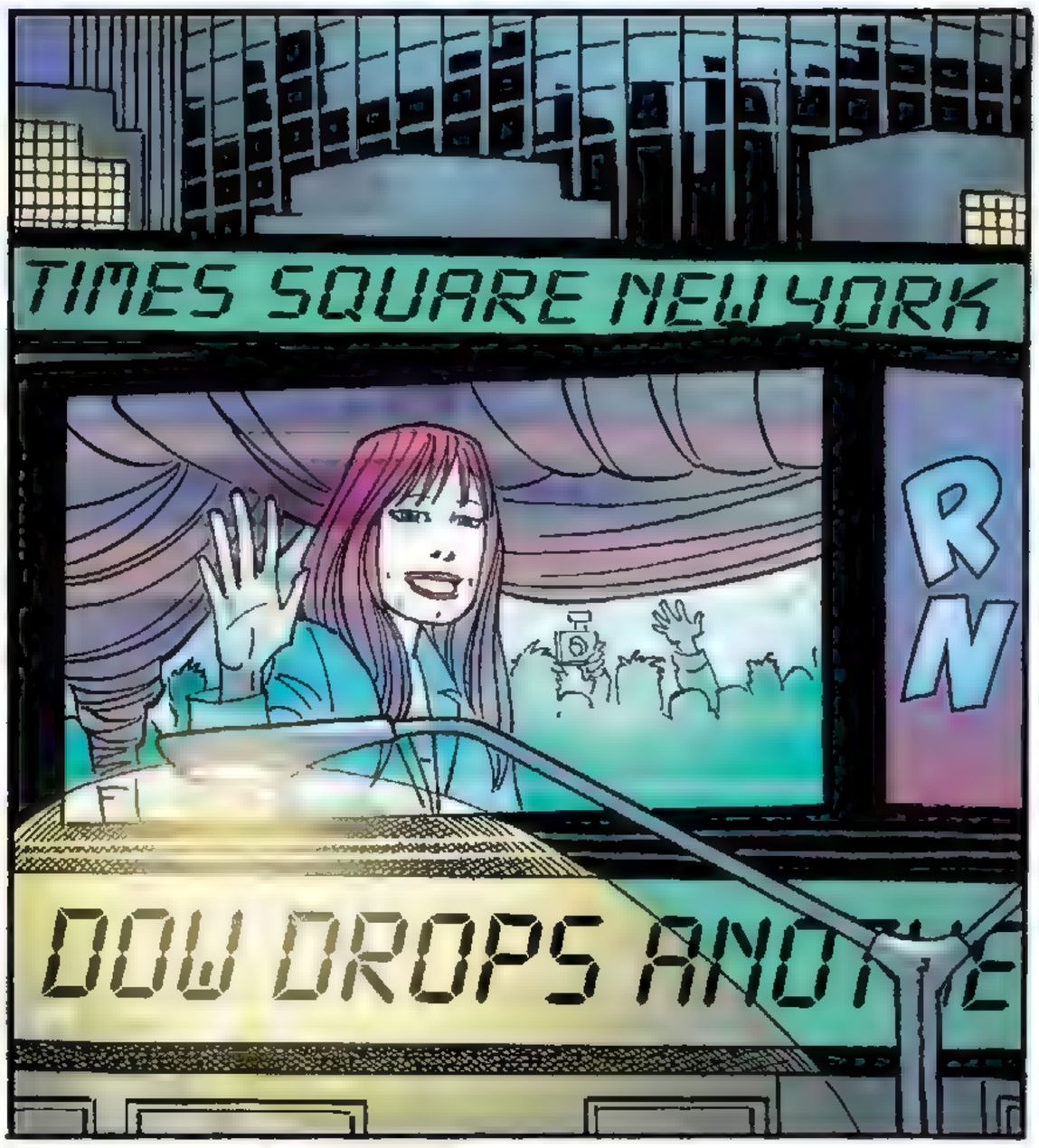
Keep working to forgive Peter

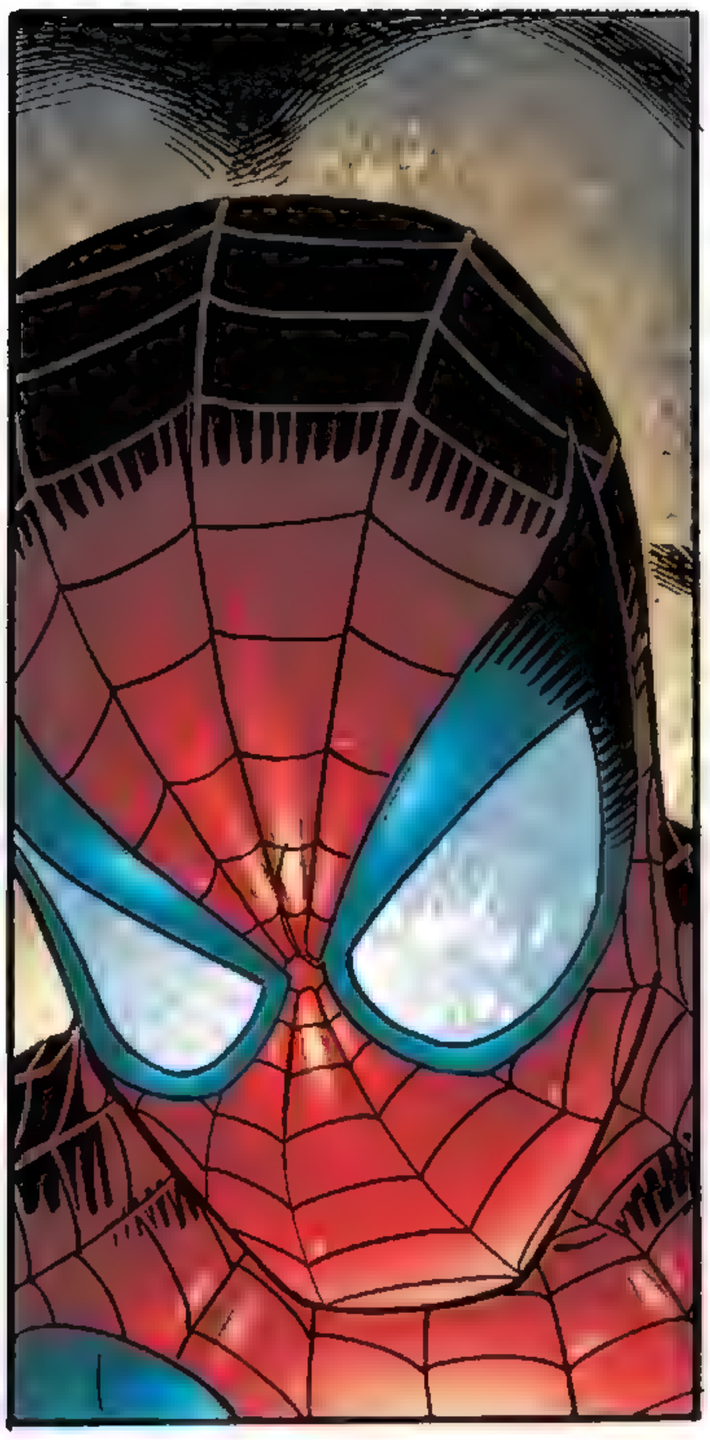
that don't
Try to impr
Pick up Lots of Zanta
Keep workin

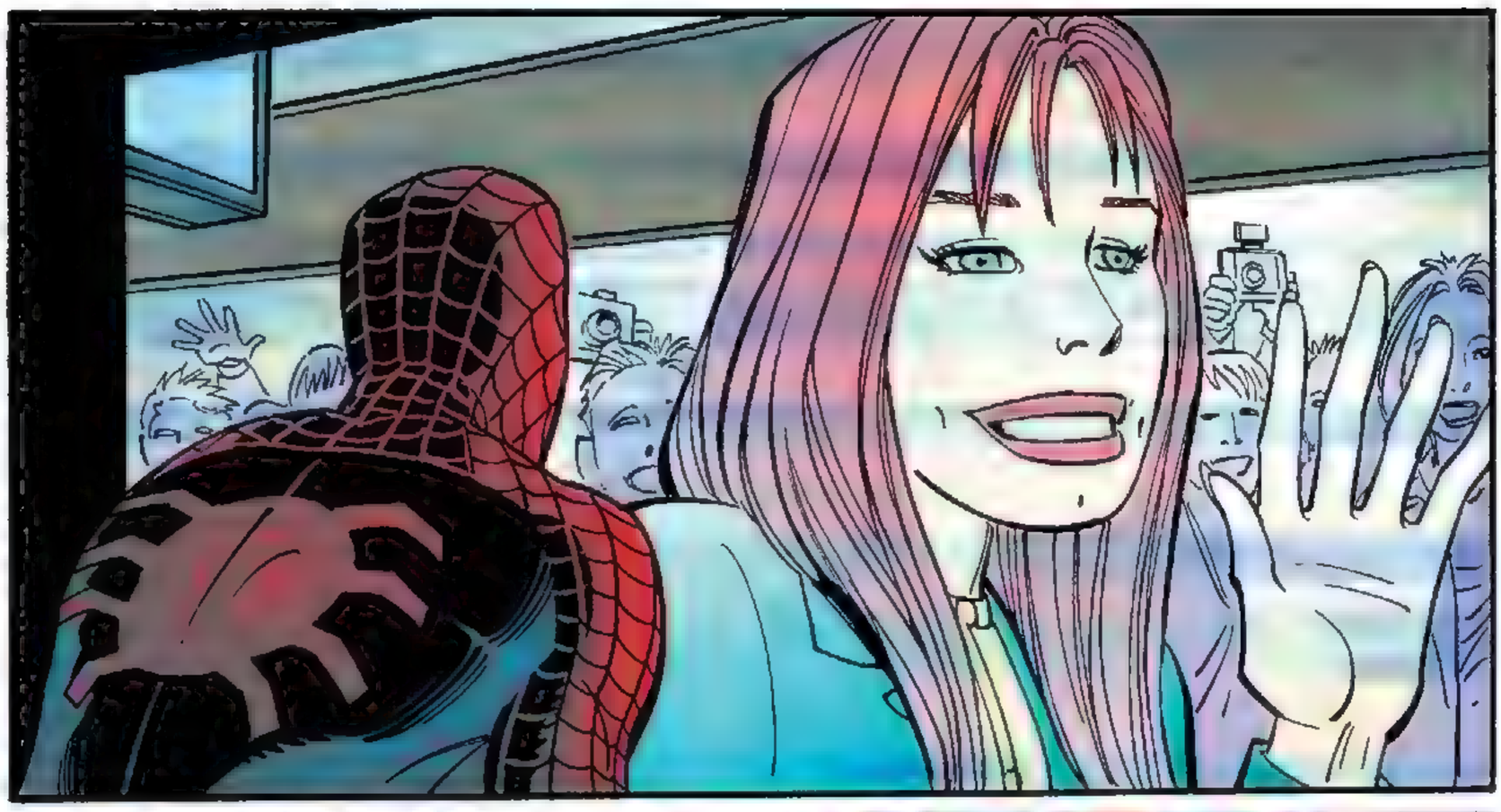
W42ST

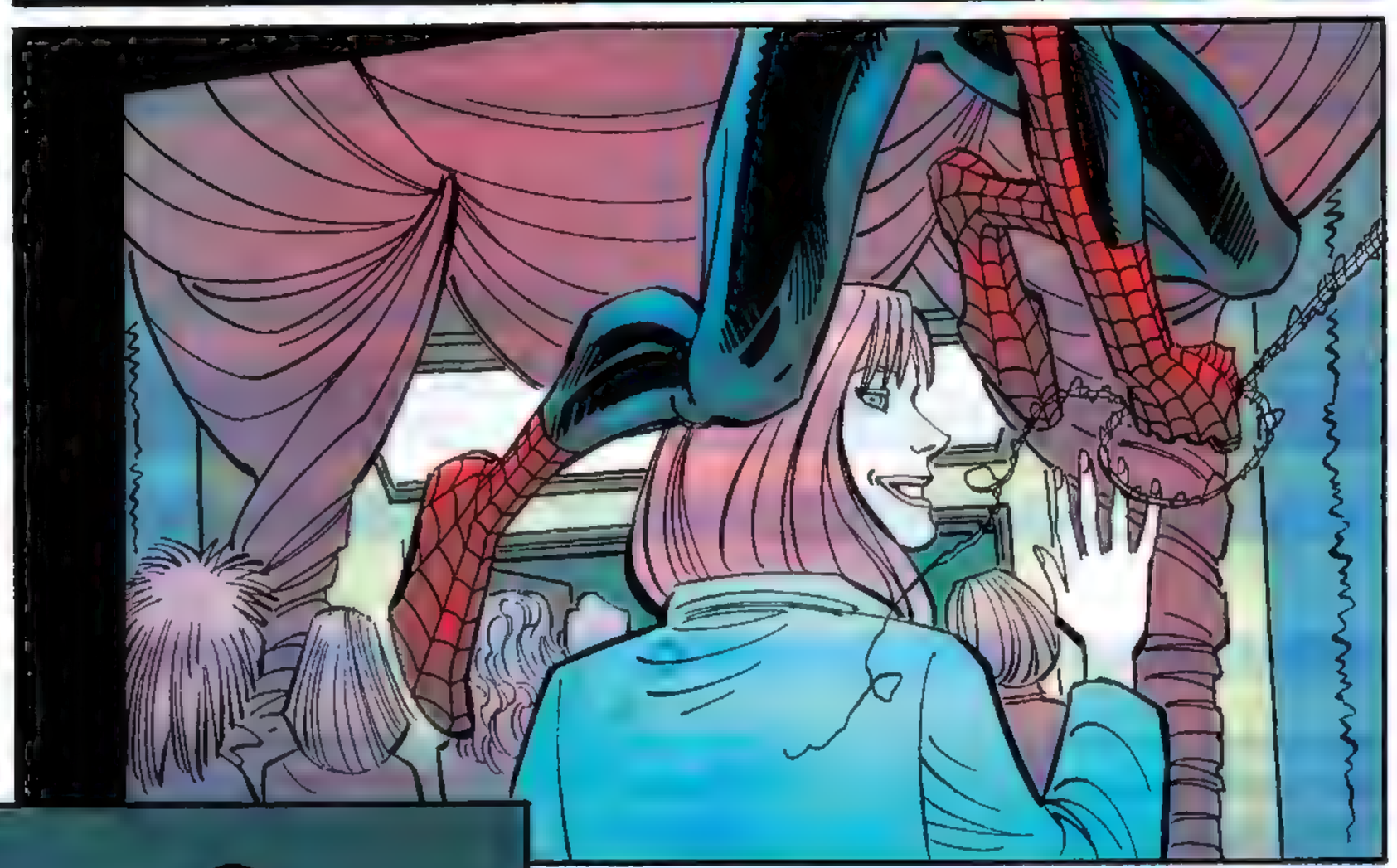


POLICE
F.D. N.Y.


TIMES SQUARE NEW YORK
DOW DROPS ANOTHE







W . . .

MARY JANE WA

6612 LAGO C

(310) 271-93

AL WIL

(516) 43

DIRECTORY 2002

THE PSYCHOLOGY OF SUPER HERDES BY LUTHER PRA

ALLURING

PROM

KISSES

BOOKIE'S
PEST CONTROL
ROSY ROS

"SCIENCE TELLS US THAT FOR EVERY ACTION...

POLICE

POLICE

Sensitive Issues

"...THERE IS AN EQUAL AND OPPOSITE REACTION."

"THE LAWS OF INERTIA TELL US...

"...THAT AN OBJECT IN MOTION TENDS TO REMAIN IN MOTION...

"...UNTIL ACTED UPON BY AN OUTSIDE FORCE.

"SIMILARLY...

"...AN OBJECT AT REST TENDS TO REMAIN AT REST..."

NICE DOGGIE... NICE DOGGIE...

GRRRRRR

"...UNTIL IT, TOO, IS ACTED UPON BY AN OUTSIDE FORCE."

"ONE THING I DON'T GET, MR. PARKER."

I MEAN, THIS IS ALL GREAT, BUT, Y'KNOW, DOES ANYONE EVER ACTUALLY *USE* ANY OF THIS IN REAL LIFE?

HERE AND THERE...

"FLOOR PLEASE?"

FOURTEEN!

AND IT'S THOSE DAMNED LEFTIES AND ALL THE LEFTOVER COMMIES AND THEY'RE ALL IN IT TOGETHER, I GOT THE SOLUTION, BUDDY, YEAH, LEMMETELLYOU, I KNOW WHAT WE SHOULD DO WITH THESE GUYS --

"SPORTS"

GONNA FIND ME SOMEBODY TO LISTEN TO ME AND WRITE AN ARTICLE ABOUT THIS AND WE'LL MAKE A MILLION BUCKS IT'S

GONNA BE --

DING

I THINK THIS IS YOUR FLOOR.

JUST GOTTA USE HATS! HATS MADE OUTTA TINFOIL, THAT'LL STOP THE RAYS, SEE, AND THE FLUORIDATION OF WATER, MAKIN' EVERYBODY JUST NUTS, BUT I KNOW THE REAL STORY, HEY YOU!

I THINK HE SAID HE WANTED TO GET OFF ON FOURTEEN. THAT WAS THE THIRD FLOOR.

WAS IT REALLY?

WELL, THAT'S WHAT HAPPENS WHEN YOU GET OLD, YOU SEE... LITTLE THINGS LIKE THAT JUST SLIP RIGHT PAST YOU. I DON'T SEE *HOW* I COULD HAVE MADE SUCH A MISTAKE.

--AND WHERE THE HELL DID YOU PEOPLE GET YOUR JOURNALISM DEGREES, FROM THE BACK OF A CEREAL BOX? I HAVEN'T SEEN THIS KIND OF SLOPPY REPORTING OUTSIDE HIGH SCHOOL, FOR CRYING OUT LOUD --

RING

I WANT THIS COPY REWRITTEN IN TWENTY MINUTES OR THERE'S GONNA BE HELL TO PAY --

HELLO, JONAH.

SO DON'T TRY TO --

OH... HELLO, MAY. WHAT'RE YOU --

I JUST CAME BY FOR A BRIEF VISIT. FUNNY THING, I THINK I SAW YOUR SOULMATE A FEW MINUTES AGO... HE GOT OFF ON THE THIRD FLOOR --

LOOK, MAY, THIS ISN'T A GOOD TIME, SO WHAT DO YOU --

I WANTED YOU TO KNOW I'M CANCELING MY SUBSCRIPTION TO THE BUGLE. I'D EMAILED YOUR ACCOUNTS DEPARTMENT, BUT BECAUSE WE'VE KNOWN EACH OTHER SO LONG, I THOUGHT IT WAS IMPORTANT TO --

WAITAMINNIT... YOU'RE CANCELING --

THAT'S RIGHT.

WHY?

BECAUSE I'M TIRED OF YOU SAYING THOSE TERRIBLE THINGS ABOUT SPIDER-MAN.

YOU SAID HE WAS A MONSTER.

YES, I DID.

WHAT HAPPENED?

PEOPLE CHANGE.

NOT THAT MUCH.

YOUR EDITORIAL DIRECTION IS FLAWED.

THAT SO?

YES.

YEAH? WHAT DO YOU THINK *YOU* KNOW THAT I DON'T?

VOLUMES, JONAH. VOLUMES.

FINE, WHATEVER, I DON'T HAVE TIME FOR THIS. FIFTY CENTS ON WEEKDAYS, A BUCK ON SUNDAY, I CAN AFFORD THE LOSS.

THANK YOU. GOOD DAY, JONAH.

WOMAN'S LOSING IT. SOME DAYS I THINK THE WHOLE FAMILY'S CRAZY AS A BEDBUG. IT'S --

IT'S THE LEFTIES AND THE LIBERAL MEDIA ELITE AND THE MICROWAVES FROM MARS, THAT'S THE KICKER, THAT'S WHAT WE'VE GOT TO TELL THE WORLD --

--WE GOTTA MAKE UP HELMETS AND WE GOTTA BOMB 'EM AND WE GOTTA STOP TALKING IN FRONT OF THE CATS, THAT'S THE IMPORTANT THING, WE CAN'T TRUST CATS, THEY'RE FROM MARS, EVERYBODY KNOWS THAT --

...SIGH...

YO, DUDE, I THOUGHT THIS DAY WOULD *NEVER* END, MAN --

I HEAR YOU --

MR. PARKER?

JENNY, HI, I WAS GOING TO TRY TO CATCH YOU ON THE WAY OUT. HOW'S YOUR BROTHER?

HE'S GETTING OUT OF THE HOSPITAL TOMORROW. HE'S STILL PRETTY SHAKY. THEY WANT TO GET HIM ON A METH PROGRAM AGAIN.

MAYBE THIS TIME IT'LL STICK.

MAYBE.

LISTEN, MR. PARKER, YOU SAID IF I NEEDED ANYTHING, I COULD COME TO YOU. IF THAT'S STILL, LIKE, THE DEAL --

IT IS.

I REALLY NEED YOU TO COME CHECK OUT SOMETHING. I TALKED TO SOME OF THE OTHERS, TOLD 'EM YOU WERE OKAY. I MEAN, I KNOW YOU PROBABLY HAVE OTHER STUFF TO DO, BUT --

NOT A PROBLEM. LEAD ON...

RINNNNG

HELLO?

MAY? HI, IT'S MJ.

MARY JANE... MY GOODNESS, HOW ARE YOU?

FINE...FINE... WE'RE OUT ON A SHOOT AND I'VE GOT A FEW MINUTES BETWEEN SET-UPS, SO I JUST...THOUGHT I'D CALL AND SEE HOW YOU WERE.

OH...FINE, FINE...IT'S BEEN A...WELL, IT'S BEEN HECTIC LATELY, BUT EVERYTHING'S JUST FINE, REALLY...

AND PETER?

BETTER. I MEAN, NOT THAT HE WAS HURT OR ANYTHING, HE JUST... THAT IS TO SAY WE BOTH HAD A LOT ON OUR MINDS, BUT HE'S...

HE'S FINE, MARY JANE, COULDN'T BE FINER.

WHAT A STRANGE TONE IN HER VOICE. THE SAME TONE I HAD SOMETIMES WHEN --

SHE DOESN'T...*KNOW*, DOES SHE?

SHOULD I ASK IF SHE KNOWS?

NO. PETER WOULD TELL ME IF SHE KNEW.

EXCEPT PETER AND I DON'T TALK.

NUTS.

SHE *HAD* TO HEAR THE TONE IN MY VOICE --

SHE DOESN'T KNOW THAT I KNOW, DOES SHE?

SHOULD I TELL HER I KNOW?

NO. IF ANYONE TELLS HER IT SHOULD BE PETER.

EXCEPT PETER AND SHE DON'T TALK.

OH, DEAR...

OOPS... LOOKS LIKE THEY'RE ABOUT READY FOR ME AFTER ALL, MAY. I'LL TRY TO CALL AGAIN SOON.

ALL RIGHT, MARY JANE. YOU TAKE CARE. GOODBYE.

-- IT'S JUST A LITTLE FURTHER, MR. PARKER. THIS WAY...

LIQUOR

THIS ISN'T THE SAME PLACE YOU AND THE OTHER KIDS LIVE --

NO. THERE'S LOTS OF PLACES LIKE THIS. WHEN YOU'RE ON THE STREET, YOU KINDA LIVE WHERE YOU CAN. IF IT'S AN ABANDONED BUILDING OR A FLAT AREA UNDER A BRIDGE, YOU CAN BE SURE SOMEBODY'S SQUATTING THERE.

SUSIE? YOU THERE?

JENNY... HEY...

HI. THIS IS MR. PARKER, THE ONE I WAS TELLING YOU ABOUT.

HI.

HI. SO WHAT'S THE PROBLEM?

I CAME HERE WITH THIS GUY, MIKE, ABOUT TWO WEEKS AGO. WE SPLIT 'CAUSE HE WAS DOING DRUGS AND I TOLD HIM I DIDN'T WANT ANY PART OF THAT, BUT I KEPT TRYING TO HELP HIM GET PAST IT.

YEAH, HERE'S A SPOT.

HHMMMM...

HE SAID HE WAS GONNA GET STRAIGHT, BUT THE NEXT DAY, HE WAS JUST GONE.

DID YOU TELL THE POLICE?

SNIRF! YEAH, LIKE THAT DID ANY GOOD. "YOU KNOW HOW MANY KIDS DRIFT IN AND OUT OF HERE EVERY DAY?" THEY SAID. "HOW DO WE KNOW HE'S **MISSING** IF HE'S IN A DIFFERENT **TOWN** EVERY COUPLE OF WEEKS?"

I TOLD 'EM HE WOULDN'T JUST UP AND LEAVE LIKE THAT, BUT THEY SAID IT HAPPENS ALL THE TIME, GIRLS GET DITCHED, BUT THAT'S NOT THE POINT. IT'S LIKE, IF YOU DON'T HAVE A REGULAR ADDRESS, OR PARENTS, OR A JOB, THEY DON'T WANT TO DO ANYTHING.

I...DON'T REALLY KNOW WHAT I CAN DO ABOUT THIS, SUSIE... ON ONE LEVEL, THEY'RE RIGHT, IF A KID'S ON THE ROAD, A DRIFTER, IT'S HARD TO PROVE HE'S MISSING --

BUT HE IS, MR. PARKER. AND SOMETHING ELSE...

HE'S NOT THE ONLY ONE.

IT'S LOTS OF STREET GUYS AROUND HERE. MOST OF 'EM ARE AROUND LATE HIGH SCHOOL, EARLY COLLEGE AGE, MOSTLY USERS. THEY'VE BEEN JUST UP AND DISAPPEARING.

HAVE YOU REPORTED THIS TO THE --

RIGHT... NEVER MIND.

HAVE THERE BEEN ANY BODIES FOUND?

NO, THAT'S THE THING, IT'S LIKE THEY LITERALLY JUST DISAPPEARED. AND A LOT OF 'EM WERE, LIKE, JUST STARTING TO GET THEIR LIVES TOGETHER, Y'KNOW?

I'LL BE HONEST WITH YOU, JENNY, I DON'T KNOW WHAT I CAN DO ABOUT THIS... IT ISN'T EXACTLY MY AREA.

ANYTHING WOULD BE GOOD, MR. PARKER.

*ANY*THING.

ALL RIGHT... I'LL MAKE SOME CALLS, CHECK WITH SOME FRIENDS, SEE WHAT I CAN DO.

THANKS. BECAUSE MR. PARKER...?

JOHNNY'LL BE BACK SOON. I DON'T... I JUST DON'T WANT ANYTHING ELSE TO HAPPEN TO HIM, Y'KNOW?

YEAH. I KNOW.

I'LL CHECK BACK LATER IF I HEAR ANYTHING.

HE'S *CUTE*... YOU DIDN'T SAY HE WAS *CUTE*...

HE'S MY *TEACHER*, SUSIE, JEEZ...

OKAY, OKAY, BUT HE'S STILL CUTE...

"...IN, Y'KNOW, A DORKY SORT OF WAY."

Y'KNOW...THERE ARE NIGHTS I JUST FEEL STUPID.

I MAKE THREE PHONE CALLS TO THE POLICE, AND I GET NOTHING, NADA. TWO CALLS TO SOCIAL WORKERS. MORE NADA.

OR WOULD THAT BE LESS NADA?

A WHOLE LOTTANADA? NADALOT?

NUTS.

HEY, LOIS, C'MON OUT ON THE FIRE ESCAPE, IT'S COOLER OUT HERE, I GOT POPCORN.

BUTTERED OR PLAIN?

BUTTERED.

REAL BUTTER OR THAT FAKE STUFF?

REAL BUTTER.

WHO'RE YOU TALKING TO? AND HEY, WHAT'S THE IDEA OF EATING ALL THE POPCORN?

I LOVE LIVING IN THE CITY.

OTHER THAN THAT, WHAT DO I HAVE TO WORK WITH? NOTHING. ALL I CAN DO IS WAIT FOR SOMETHING TO HAPPEN AND REACT.

I NEED RESOURCES LIKE...A SPIDER-CAVE. WITH COMPUTERS. AND MAYBE A SMART SIDEKICK. KID PUPA. ARACHNO-BOY. WEBBIE. SOMETHING OR OTHER.

I NEED...

I NEED SOMETHING TO WASH THIS DOWN WITH.

...CHHHKK... CHHHKKKK...

UH-OH...

SOMETHING'S WRONG.

REALLY WRONG.

FELT IT FROM SOMEWHERE AROUND HERE. WHERE THE --

HELP!

OH, JEEZ...

HELP MEEEEEEEEEEE...

LET HIM GO!

HEY. HOW'S IT GOING?

OOOF!

FIGURED I'D RUN INTO YOU ONE OF THESE DAYS. THEY SAID I SHOULD BE ON THE LOOKOUT FOR YOU.

WHAT DID YOU DO TO HIM?

GONE.

SORTA.

IT'S A LONG STORY.

DAMN IT --

SORRY. YOU CAN'T CONNECT WITH WHAT ISN'T SOLID. AND I'M NOT SOLID UNLESS I WANT TO BE.

LIKE NOW.

UHNFF!

KIND OF A SLOW LEARNER, AREN'T YOU?

WHAT'RE YOU DOING TO THESE GUYS?

TAKING 'EM SOMEPLACE... ELSE. KIND OF A TIT-FOR-TAT THING. NOT THAT YOU'D UNDERSTAND --

WHY? WHY DO IT?

WHY? SAME REASON I'M STANDING HERE HAVING A LITTLE CHIN-WAG WITH A MORON LIKE YOU.

FOR THE KICKS, MAN. IT'S JUST FOR THE KICKS.

YEAH, WELL, KICK THIS!

SEE? LIKE I SAID --

-- I TRY TO CUT YOU A LITTLE SLACK, NOT ASSUME YOU'RE THE IDIOT WE HEARD ABOUT BACK IN THE STIR --

-- BUT IT'S ALL TRUE. GREAT COSTUME. GREAT GIG. BRAIN OF A TROUT.

SO LET'S CRACK OPEN THAT SKULL AND HAVE A LOOK, EH?

AAARGHH!

YOU FIRST.

I HIT HIM HARD AND FAST, TRYING TO KEEP HIM OFF BALANCE SO HE CAN'T TURN TO SMOKE AGAIN ON ME.

IT EVEN WORKS.

FOR A MINUTE.

CUTE MOVE. WHERE'D YOU LEARN THAT ONE?

YOU WATCH CAPTAIN AMERICA IN ACTION LONG ENOUGH, YOU PICK UP A FEW THINGS.

YEAH, WELL, I GOTTA GO.

IF YOU'RE SMART, YOU'LL STAY OUTTA THIS PART OF TOWN.

GO FIGHT SOMEBODY IN A CHEAP COSTUME AND STAY OUTTA THE NEIGHBORHOOD. THIS AIN'T YOUR KIND OF PLACE...

HEY!

NUTS.

I SPEND THE NEXT TWENTY MINUTES CHECKING OUT EVERY INCH OF THE ALLEY. NO SIGN OF ANY DEVICES, NO INSTRUMENTATION, NO NOTHING. WHATEVER HE DID, HE DID IT ON HIS OWN.

BUT AT LEAST I KNOW MORE NOW THAN I DID AN HOUR AGO.

I KNOW SOMEBODY'S TAKING PEOPLE INTO WHAT LOOKS LIKE ANOTHER KIND OF SPACE. I KNOW THAT THERE'S SOME KIND OF QUID PRO QUO GOING ON HERE, AND THAT HE WAS IN STIR.

BETWEEN THAT AND THE BLACK STAR TATTOO, AT LEAST I'VE GOT SOMEWHERE TO START.

WHAT I DON'T HAVE IS WHAT HIS CONNECTION IS TO THE NEIGHBORHOOD, AND WHY MAINLY GO AFTER GUYS WHO'RE USERS?

ONE THING AT A TIME, PETER. ONE THING AT A TIME.

THIS IS *SO* EMBARRASSING.

HAVING TO PUT ON MAKEUP SO AUNT MAY WON'T FLIP OUT AT THE BRUISES. BUT IT'S NECESSARY. SHE'S STILL ADJUSTING TO THE TRUTH, AND I'D LIKE TO EASE HER INTO IT WITH A MINIMUM OF TRAUMA.

HOW MANY SUPER HEROES HAVE TO WORRY ABOUT MATCHING THEIR SKIN TONE TO THE RIGHT FOUNDATION?

WELL, OKAY, THERE'S ALWAYS SHE-HULK.

GOOD THING I GOT TO SEE MJ PUTTING HERSELF THROUGH HER PACES EVERY MORNING. LOOKING FLAWLESS DOESN'T COME EASY.

NOT THAT SHE EVER NEEDED ANYTHING TO LOOK FLAWLESS TO ME.

BRIIING

COMING...

HEY, AND HOW'S THE PRETTIEST LADY THIS SIDE OF THE MONA LISA DOING TODAY?

FINE, PETER. YOU'RE LOOKING WELL.

A LITTLE TOO MUCH FOUNDATION, BUT OTHERWISE VERY WELL INDEED.

UHM...THANKS. SO, WHERE DO YOU WANT TO GO TO DINNER TONIGHT? WE --

FDNY

ANYWHERE, PETER. BUT BEFORE THAT --

I ALWAYS HATE IT WHEN THERE'S A BEFORE THAT.

MARY JANE CALLED TODAY.

OH.

I WAS VERY UNCOMFORTABLE DURING OUR TALK, BECAUSE I DIDN'T KNOW HOW MUCH TO SAY. AND I WAS THINKING, AND I CALLED HER BACK.

DID YOU KNOW SHE'S COMING OUT HERE FOR A SHOOT NEXT WEEK?

NO. NO, I...I DIDN'T.

SHE SAID... SHE SAID SHE'D LIKE TO SEE YOU. IF YOU WANTED TO SEE HER.

YEAH. YEAH, AUNT MAY...I THINK I WOULD AT THAT.

AMAZING SPIDER-MAN #41

LOOKING BACK

THERE SEEMS TO BE SOME UNWRITTEN LAW THAT IF THERE ARE FIVE WAYS YOU CAN DO SOMETHING, THE WAY YOU LEAST WANT TO GO IS ALWAYS THE WAY YOU END UP GOING.

THE UNIVERSE HAS A MEAN SENSE OF HUMOR.

BUT AT LEAST WE GET TO MAKE OUR OWN HOURS.

NOT THAT I HAD MUCH TO GO ON IN THE FIRST PLACE ABOUT THE GUY WHO'S BEEN GRABBING DOWN-AND-OUTERS IN THE FIRST PLACE: BLACK STAR TATTOO, PROBABLY EX-CON, CALLS HIMSELF THE SHADE AND DOES A DISAPPEARING ACT THAT COULD SHAME DAVID COPPERFIELD --

-- WHO I'VE ALWAYS FOUND A LITTLE CREEPY ANYWAY, PROBABLY SOMETHING ABOUT HIS HAIR, LOOKS LIKE HE'S GOT A DEMON LIVING ON TOP OF HIS HEAD --

-- BUT I COULDN'T FIND ANYTHING USEFUL ON ANY OF MY WEB SEARCHES.

HEH...SPIDER-MAN...WEB SEARCHES... THAT'S FUNNY. I SHOULD'VE TRADEMARKED THAT ONE. COULD'VE MADE A MINT.

WEB-CHATS, WEB-ZINES, WEB-BROWSERS, WEB-LINKS...

WITH ALL THAT WEBBING GOING ON, YOU'D THINK I'D BE BETTER LINKED.

HEY, MAYBE BILL GATES NEEDS A WEB MASCOT...

NAH...THEN I'D HAVE TO KEEP CHANGING MY NAME...SPIDEY98... SPIDEYME...SPIDEYXP... SPIDEYWHATDO YOUMEAN-IGOTTAUPGRADE*AGAIN*?

WHEN OBI-WAN TALKED ABOUT THE DARK SIDE OF THE FORCE, WHO KNEW HE WAS REFERRING TO WINDOWS...?

AND NOW I GET TO PLAY STUPID LIKE I DON'T KNOW IT'S JENNIFER SINCE SHE'S ONLY MET PETER, NOT ME.

HI, *UHM*, I'M LOOKING FOR JENNIFER.

YEAH, THAT'S ME.

GREAT, LISTEN, I --

SO WHO ARE *YOU?*

WHAT DO YOU *MEAN,* WHO AM I?

I TOLD YOU WHO *I* WAS, SHOULDN'T *YOU?*

YOU LIVE IN NEW YORK?

YEP.

YOU WATCH THE NEWS?

WHEN I'M NEAR A TV... YEP.

YOU EVER DO A WEB SEARCH?

YEAH, BUT WHAT'S THAT GOT TO DO WITH --

SO WHAT DO YOU MEAN YOU DON'T KNOW WHO I AM? I SAVED YOUR BROTHER'S LIFE!

OH, I *KNOW* WHO YOU *ARE*...I JUST WANNA HEAR YOU SAY IT...Y'KNOW, DO THAT WHOLE SUPER HERO *I AM SPIDER-MAN* THING...

C'MON, I LIVE IN AN ABANDONED BASEMENT, I GOTTA GET SOME FUN IN *SOME*WHERE...

I'M SPIDER-MAN.

HE SAID IT, HE SAID IT, HEE-HEE!

OKAY, WHAT DO YOU WANT TO KNOW?

AND...THANK YOU, REALLY, FOR SAVING JOHNNY. IF I'D LOST HIM --

IT'S OKAY. ALL PART OF THE SERVICE.

I KNOW YOUR BROTHER'S BEEN POPPED BEFORE ON DRUG CHARGES...DOES HE HAVE A REGULAR YOUTH OFFICER ASSIGNED TO HIM?

YES --

DOES THE SAME OFFICER HANDLE OTHER CASES HERE IN THE NEIGHBORHOOD?

I THINK SO...WHY?

I NEED A NAME.

"LIEUTENANT WILLIAM LAMONT, 14TH PRECINCT."

"THANKS.

"I JUST HOPE I CAN GET TO THE BOTTOM OF THIS BEFORE ANYBODY ELSE IS TARGETED."

SO I GOT A GOOD ONE FOR YOU TODAY, LIEUTENANT.

GO AHEAD. HIT ME.

A RABBI, A NUN, AND A DUCK WALK INTO A BAR.

AND THE BARTENDER SAYS, "WHAT IS THIS, A JOKE?"

GET IT? WHAT IS THIS, A JOKE? 'CAUSE IT'S, Y'KNOW, LIKE EVERY JOKE SETUP IN THE WORLD, RIGHT?

G'NIGHT, PHIL...

HEY, ANYTIME, I'LL BE HERE 'TIL THURSDAY, TWO SHOWS A NIGHT...

YOU LIKE IT? I COULD LOAN IT TO YOU IF YOU WANT.

YEAH? THAT'D BE GREAT, THANKS, WE COULD PUT IT ON THE ROOF AND USE IT WHENEVER WE WANT YOU TO COME OVER SO WE CAN KICK THE CRAP OUTTA YOU.

YEAH, RIGHT, YOU AND WHAT THUNDER GOD...

SO... I'M SUPPOSED TO BE IMPRESSED?

THERE'S MORE THAN ONE?

SIGH... DOESN'T ANYONE READ THE PAPER ANYMORE?

JUST THE BUGLE.

RRASZM FRASZM

WHAT WAS THAT?

NOTHING, I JUST BURPED. LISTEN, I --

WHATEVER IT IS, I DON'T HAVE TIME FOR THIS. I GOTTA BE AT A --

A BUNCH OF STREET KIDS HAVE GONE MISSING, MOSTLY USERS. NOBODY ELSE SEEMS TO CARE. I'M BETTING YOU DO.

YEAH? WHY?

BECAUSE OF THE WAY THE MOONLIGHT DANCES IN YOUR EYES, YOU BIG STUDLY GUY.

AND THE SISTER OF ONE OF YOUR REGULARS SAID YOU WERE A STAND-UP GUY. YOU GONNA MAKE A LIAR OUT OF HER?

GET IN THE FREAKIN' CAR BEFORE SOMEBODY SEES YOU AND WHIPS OUT A CAN OF RAID.

THANKS. AND I MEANT THAT PART ABOUT THE MOONLIGHT --

SHUDDUP.

SO WHAT DO YOU NEED?

INFORMATION ON A GUY. PROBABLY AN EX-CON, HAS A BLACK STAR TATTOO ON THE BASE OF HIS NECK, HE CAN APPEAR AND DISAPPEAR AND HE CALLS HIMSELF THE SHADE BUT HE PROBABLY DIDN'T PICK THAT UP UNTIL HE GOT OUT OF THE STIR, SO --

SO THE ONLY THING YOU'VE ACTUALLY GOT IS HE'S AN EX-CON WITH A TAT.

RIGHT.

SO... WHAT KIND OF MILEAGE YOU GET WITH THIS THING?

LOUSY.

YOU KNOW HOW MANY EX-CONS HAVE TATTOOS?

ALL OF 'EM?

JUST ABOUT.

ALL RIGHT... I'LL MAKE A FEW CALLS, CHECK THE TAT FILES WE GOT ON THE COMPUTER, SHAKE A FEW TREES, SEE WHAT FALLS OUT. BUT I'M NOT MAKING ANY PROMISES, OKAY?

SUITS ME RIGHT DOWN TO THE GROUND. I'LL CHECK BACK TOMORROW.

HOW WILL I --

YOU WON'T. I'LL FIND YOU.

COSTUMES...

FREAKIN' COSTUMES...

"SO DID YOU HAVE A GOOD NIGHT, PETER?"

FINE... FINE. QUIET. CHASED DOWN A FEW LEADS ON SOMETHING I'M INVESTIGATING, TALKED TO A POLICE LIEUTENANT FOR A WHILE... NOTHING ESPECIALLY AMAZING OR SPECTACULAR --

NOTHING I'LL SEE ON THE EVENING NEWS?

NO... LIKE I SAID, IT WAS PRETTY QUIET.

VER ON ICA

JARED

THAT'S GOOD. WELL, THERE'S A NICE ROAST SITTING IN THE OVEN. GO ON IN AND I'LL BE RIGHT THERE.

YOU GOT IT.

AUNT MAY?

YES, PETER?

WHAT'RE YOU DOING?

ADDRESSING LETTERS.

YEAH, I CAN SEE THAT, BUT --

I'M WRITING TO EVERY NEWSPAPER AND MAGAZINE IN NEW YORK SUGGESTING THAT PEOPLE MIGHT LIKE TO SEE A ***POSITIVE*** STORY ABOUT SPIDER-MAN ONCE IN A WHILE.

UHM... AUNT MAY --

I SENT THEM E-MAILS TOO, BUT I DON'T THINK ANYBODY REALLY PAYS ATTENTION TO E-MAILS, SO I THOUGHT I'D USE... OH, WHAT DID GORDON CALL IT?

GORDON?

THE NICE COMPUTER BOY WITH THE RED HAIR THAT WORKS AT THE LIBRARY...

SNAIL MAIL. THAT WAS IT. SNAIL MAIL. WHAT AN ODD PHRASE...

ERM... YOU MAY NOT WANT TO DROP ALL THOSE IN THE MAIL AT ONCE, IT MIGHT DRAW ATTENTION TO --

I WAS PLANNING TO SEND THEM IN FIVE BATCHES, ONE PER DAY, EACH FROM A DIFFERENT MAILBOX. EACH WITH A DIFFERENT NAME.

GOOD. THAT'S GOOD, I --

I JUST CAN'T HAVE PEOPLE THINKING MY NEPHEW IS A BAD PERSON, PETER. I CAN'T HAVE IT.

I THOUGHT YOU SAID YOU WERE OKAY WITH THIS.

I AM. I JUST...

I JUST NEED TO KEEP MOVING, PETER. THAT'S ALL.

YOUR UNCLE BEN USED TO CALL IT WATER SKIING... YOU KEEP MOVING AS FAST AS YOU CAN BECAUSE YOU KNOW WHAT YOU'RE STANDING ON WON'T SUPPORT YOU IF YOU SLOW DOWN.

WHAT I'M STANDING ON RIGHT NOW WON'T SUPPORT ME IF I SLOW DOWN AND START THINKING ABOUT THIS TOO MUCH. SO I HAVE TO KEEP MOVING.

YOU CAN UNDERSTAND THAT, CAN'T YOU, PETER?

YEAH... YEAH, I CAN.

I LOVE YOU. YOU KNOW THAT, DON'T YOU?

I DO. AND I LOVE YOU TOO. I WOULDN'T BE DOING THIS IF I DIDN'T.

NOW BE A DEAR AND TURN OFF THE OVEN BEFORE THE POT ROAST DRIES OUT.

RIGHT.

AND YOU MIGHT CONSIDER TOSSING THAT COSTUME --

-- UNIFORM --

-- INTO THE WASH SOMETIME. I'M SURE THOSE SUPER-VILLAIN-WHATEVERS DON'T NOTICE, BUT WHENEVER YOU COME BACK THERE'S A CERTAIN MUSTINESS --

IT'S THE ***MUSK*** OF ***RIGHTEOUSNESS*** WHICH OVERPOWERS THE ***STENCH*** OF ***EEEEEVIL*** --

PETER --

IT'S JUST... WE'RE HAVING THE SUPER HERO EQUIVALENT OF THE *"ALWAYS WEAR CLEAN UNDERWEAR IN CASE YOU'RE IN AN ACCIDENT"* DISCUSSION.

IT NEVER HURTS TO MAKE A GOOD IMPRESSION.

WHO KNOWS, SOMEDAY SOMEONE MIGHT WANT TO MAKE A ***MOVIE*** ABOUT YOU.

YEAH, RIGHT, LIKE THAT'S GONNA HAPPEN.

ALL RIGHT, ALL RIGHT...

IT'S JUST I CAN NEVER REMEMBER IF IT'S WARM-WARM, WARM-COLD OR COLD-COLD, WHAT GETS BLEACH AND WHAT DOESN'T, TOO MUCH AND SUDDENLY I'M THE BEIGE SPIDER...

OH, AND PETER...?

YEAH?

MARY JANE CALLED TO CONFIRM THAT SHE'S FLYING IN ON TUESDAY. SHE'LL ONLY BE HERE FOR ONE NIGHT, SO SHE THOUGHT IT MIGHT BE BEST FOR YOU TO MEET HER AT THE AIRPORT, THAT WAY YOU CAN TALK ON THE WAY INTO TOWN.

SHALL I TELL HER YOU'LL BE THERE?

YEAH... YOU CAN TELL HER I'LL BE THERE WITH BELLS ON.

I'M SURE THAT WILL GO OVER NICELY WITH THOSE AIRPORT SECURITY SCANNERS.

NOW WHAT WAS THE NAME OF THAT NICE EDITOR AT TRAVEL AND LEISURE? ORWOLL? NARWHALE? OH DEAR...

"I THINK I GOT A NAME FOR YOU."

COMPUTER SEARCH TURNED UP A FILE ON A PRISON INMATE AT LATTERBY WHO HAD A BLACK STAR TATTOO ON HIS NECK, SAME AS THE ONE YOU DESCRIBE.

HE WAS POPPED SIX YEARS AGO FOR MURDER. KILLED THE OWNER OF A BOOKSHOP IN LONG ISLAND. VERY WEIRD CASE ALL AROUND.

BUT IF THIS GUY'S STILL INCARCERATED, HE CAN'T BE THE --

WAIT A MINUTE. LATTERBY'S A MENTAL INSTITUTION.

THANKS FOR COMING TO THE PARTY. THEY'VE HAD HIM IN A RUBBER ROOM FOR NEARLY A YEAR NOW. WHICH IS GOOD FOR YOU 'CAUSE THERE'S NO WAY I COULD GET YOU INSIDE A PRISON.

WELL, SHORT OF A CONVICTION, ANYWAY. ANYTHING YOU WANNA CONFESS?

CUTE...

I KNOW A GUY ON STAFF WHO CAN GET US IN. NO WAY YOU'RE GETTING IN LOOKING LIKE THAT, THOUGH, SO I BROUGHT YOU A DISGUISE.

TRENCH COAT. SNAP-BRIM FEDORA.

"INNOVATIVE. ORIGINAL. BRIGHTEST IDEA OF THE THEATER SEASON." NEW YORK TIMES.

JUST PUT IT ON, I --

...SNIFF... SNIFF- SNIFF...

IS THAT CLOROX?

LOOK --

I'M JUST SAYIN', YOU'RE PUTTING WAY TOO MUCH BLEACH IN YOUR LAUNDRY.

JUST... DRIVE, OKAY?

"IT'S RIGHT THIS WAY, LIEUTENANT."

WHAT I DON'T GET IS HOW THIS GUY COULD BE THE SAME ONE I SAW RUNNING AROUND OUTSIDE.

YOU SAID HE CAN COME AND GO AS HE LIKES, FADE IN AND FADE OUT, JUST LIKE ONE OF THOSE SCREEN-PLAYS --

THAT'S TRUE, SO I FOLLOW THE GETTING OUT OF HERE PART --

-- IT'S THE "WHY WOULD ANYBODY COME BACK" PART THAT'S GOT ME PUZZLED.

...SNIFF! HEY! HEY *YOU!* YOU SMELL ALL PRETTY. SMELL *NICE*. WANNA COME BE MY GIRLY GIRL, LITTLE PRETTY?

HAH!

...SOMEDAY THEY'LL MAKE A MOVIE...SOMEDAY THEY'LL MAKE A MOVIE... SOMEDAY THEY'LL MAKE A MOVIE...

HERE HE IS.

RICHARD? MR. CRANSTON? YOU HAVE GUESTS.

HE DOESN'T TALK MUCH THESE DAYS, I'M AFRAID.

IS THIS THE GUY?

NO. NOT EVEN CLOSE.

THEN WE'RE RIGHT BACK WHERE WE --

EXCEPT THAT'S THE EXACT SAME TATTOO.

OH, THAT'S NOT A TATTOO.

IT'S A BURN. VERY UNUSUAL. NEVER QUITE SEEMS TO HEAL. I DON'T KNOW THE SIGNIFICANCE OF IT, ONLY THAT HE GOT IT WHILE STILL IN PRISON, SHORTLY BEFORE HE WAS COMMITTED.

HUH... THAT *IS* INTERESTING.

THAT MEAN SOMETHING TO YOU?

NOPE. IT'S JUST INTERESTING. CAN I GO INSIDE, SPEAK TO HIM?

SURE, I SUPPOSE, BUT I DON'T KNOW WHAT GOOD IT'LL DO YOU --

-- LIKE I SAID HE HASN'T DONE *ANY*THING SINCE HE GOT HERE.

UH-OH...

WHAT?

HE'S A CONGRESSMAN.

Y'KNOW, THIS WOULD PROBABLY BE A GOOD TIME FOR ME TO MENTION THAT I'M ARMED...

EVERYONE'S A CRITIC...

RICHARD? HI, RICHARD, HOW ARE YOU? I'M DETECTIVE JOE FRIDAY, AND THIS IS --

DON'T DO IT...

--MY FRIEND. WE WERE JUST IN THE NEIGHBORHOOD AND WE COULDN'T HELP BUT NOTICE THAT ALTOGETHER TERRIFIC LITTLE MARK YOU'VE GOT THERE. *VERY* STYLISH.

ALSO VERY UNUSUAL. I'VE ONLY SEEN ONE OTHER LIKE IT... ON THIS GUY I KNOW, CALLS HIMSELF THE SHADE.

NOW, I SAY WHATEVER A GUY DOES IN THE PRIVACY OF HIS OWN CELL IS HIS OWN BUSINESS.

BUT I ALSO KNOW THAT SOMETIMES GUYS WITH THE SAME MARKINGS HAVE SOMETHING IN COMMON, LIKE THEY BELONG TO THE SAME GANG, SO IT MAKES SENSE THAT THIS GUY MIGHT --

HE TOOK IT! HE TOOK IT BUT HE CAN'T HAVE IT, HE CAN'T CONTROL IT, IT'S MINE! BUT I SHOWED HIM! I SHOWED HIM GOOD!

OKAY, BACK IN YOUR --

NO, IT'S OKAY, HE CAN'T HURT ME, LET HIM GO --

HE RUINED EVERYTHING!

WHO DID, RICHARD? WHO RUINED EVERY-THING?

DON'T YOU UNDERSTAND, HE WAS WATCHING ME THE WHOLE TIME!

SOCCORRA'S OCCULT BOOKS

"THE BOOK WAS THE LAST THING I NEEDED, THE FINAL KEY TO THE PUZZLE...

"I DIDN'T WANT TO SHOOT HIM, BUT I HAD NO CHOICE, I HAD TO GET THE BOOK!"

THEY GRABBED ME, BUT NOT BEFORE I READ WHAT I HAD TO... WHAT I NEEDED TO...TO GET THE POWER.

"THERE WERE SOME WORDS MISSING, WORN OUT, BUT I HAD FRIENDS... FRIENDS ON THE OUTSIDE WHO COULD FIGURE 'EM OUT --

21645

"-- SO THEY SNUCK 'EM INTO LETTERS, CODED IN SENTENCES, SO I COULD FINISH THE SPELL.

"WHILE EVERYBODY ELSE WAS SECRETLY MAKING SHANKS IN THE METAL SHOP --

"-- I WAS MAKING THE ICON I NEEDED TO PERFORM THE RITUAL."

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WHAT KIND OF RITUAL? WHAT WAS IT SUPPOSED TO DO?

GIVE ME THE POWER I NEEDED TO ESCAPE, TO GO ANY-WHERE I WANTED, TAKE WHATEVER I WANTED, THROUGH THE PLACE IN-BETWEEN.

THE PLACE IN-BETWEEN...?

THE ASTRAL PLANE...

"I SPOKE THE SPELL. REACHED THE POINT OF NO RETURN. THEN --

"THEN --"

UHHNN!

THANKS FOR DOING THE HOMEWORK, BUDDY.

JUST WHAT I NEED TO FINISH THE JOB AND GET MYSELF OUTTA HERE.

"HE STEPPED INTO THE PENTAGRAM... THE FORCES THAT CONTROL THE ASTRAL PLANE BEGAN TO OPEN, TO TAKE HIM --

"BUT I WASN'T GOING TO LET HIM GET AWAY WITH IT... IT WAS MINE... MINE!

"MINE!"

"THE DOOR OPENED... BUT THE WAY WAS IMPERFECT... *HE* WAS IMPERFECT..."

AAAAH!

HELP ME! HELP MEEEEEEEE!

"AND AS IT CLOSED, I SAW... I SAW..."

"SAW WHAT, RICHARD? WHAT DID YOU SEE?"

TOO MUCH... THE OTHER SIDE... WITH EYES THAT WERE NOT MEANT TO SEE THEM...

I SAW TOO MUCH... I SAW TOO MUCH.

...TOO MUCH...

C'MON, THERE HAS TO BE MORE TO --

LAMONT...

IT'S OKAY. LEAVE HIM ALONE. I GOT WHAT I NEEDED. HE'S SUFFERED ENOUGH.

C'MON...

I DON'T WANT TO SEE ANYMORE... I DON'T WANT TO SEE ANYMORE... I DON'T WANT TO *BE* ANY-MORE...

OKAY, I'LL DO SOME DIGGING, SEE WHAT I CAN TURN UP. SOUNDS TO ME LIKE THIS JAKE GUY MAY HAVE BEEN HIS CELL-MATE. IF THAT'S TRUE, AND HE DISAPPEARED, THERE SHOULD BE SOME RECORD OF IT.

I'D APPRECIATE IT. THANKS.

NOT A PROB. BUT TO TELL YOU THE TRUTH, I'VE NEVER MUCH BOUGHT INTO THS WHOLE SUPERNATURAL THING.

SO WHERE IT LEADS, WHAT IT REALLY MEANS, I DUNNO... I MEAN, THE GUY *IS* NUTS.

YEAH. BUT HE WAS ALSO SCARED. HE WAS SCARED A *LOT*. MY GUT SAYS IT MEANS SOMETHING.

I HOPE YOU'RE RIGHT.

I DON'T TELL HIM, BUT I HOPE THE SAME THING. IT'S THE ONLY LEAD WE'VE GOT, AND I DON'T WANT IT TO COME A-CROPPER.

THERE'S A CONNECTION HERE. I KNOW IT.

BUT I ALSO KNOW WHEN I'M IN OVER MY HEAD. FIGHTING GUYS IN THE HERE-AND-NOW, THAT I KNOW PRETTY GOOD.

MAURD MOVERS 1926

BUT WHEN YOU START TALKING ASTRAL PLANES AND SPELLS AND MAGIC BOOKS, THAT'S A BIT OUTSIDE MY LEAGUE.

SO LIKE AUNT MAY SAYS, WHENEVER YOU'VE GOT AN UNEXPLAINED AILMENT... GO SEE A DOCTOR.

KNOCK KNOCK

HEY, DOC, HOW'S IT GOING?

AMAZING SPIDER-MAN #42

A STRANGE TURN OF EVENTS

"SO THERE'S THIS GUY, CALLS HIMSELF THE SHADE --

"GRABBING RUNAWAYS AND OTHER STREET TYPES, MANY OF THEM USERS, AND BLIPPING THEM TO THE ASTRAL PLANE --

"WHICH I ONLY KNOW BECAUSE I HEARD IT FROM THE CONVICT WHO WAS ABOUT TO USE THESE POWERS AS A GET OUT OF JAIL FREE CARD WHEN THIS GUY SWOOPED IN AND GRABBED THE POWER --

"ONLY THE PROCESS WAS MESSED UP, AND THE GUY WAS MESSED UP WITH IT --

"--AND THAT'S WHEN I DECIDED TO COME TO YOU."

...AHEM...

AND *THAT'S* WHEN I DECIDED TO COME TO *YOU.*

I'M MEDITATING ON THE PROBLEM YOU HAVE BROUGHT ME.

OH.

THIS GONNA TAKE LONG? 'CAUSE I COULD HEAD DOWN TO TIMES SQUARE, GET A SLICE OF PIZZA...

...DISCOVER RADIUM...

...WORK OUT THAT WHOLE UNIFIED FIELD THEORY...

...'CAUSE WHILE YOU'RE BUSY... YOU KNOW... MEDITATING, THERE'RE PEOPLE GETTING GRABBED AND I HAVE A WIFE I HAVEN'T SEEN IN A LONG TIME FLYING IN SOON AND I'M PICKING HER UP AT THE AIRPORT AND I DON'T WANT TO BE LATE.

YOU HAVE AN UNQUIET SPIRIT.

YEAH, I GET THAT A LOT.

SO YOU WANT ME TO GET YOU A SLICE WITH PEPPERONI WHILE I'M AT IT, OR ARE WE GONNA FIGURE THIS OUT THIS CENTURY?

ONE DOES NOT ENTER THE ASTRAL PLANE UNPREPARED. IF THE ONE YOU CALL THE SHADE DID NOT PREPARE HIMSELF, AND IF THE SPELL OF ENTRY WAS DISRUPTED, THE GATEWAY TO THE ASTRAL PLANE WOULD HAVE BEEN DAMAGED. THE CONSEQUENCES FOR ANY-ONE PASSING THROUGH A FLAWED GATEWAY WOULD BE DIRE INDEED.

FOR ALL THINGS, THERE MUST BE A BALANCE. IT MAY BE THAT, IN ORDER TO RETURN HERE FOR ANY PERIOD OF TIME, HE MUST BALANCE THE SCALES BY BRINGING SOMEONE FROM HERE INTO THE ASTRAL PLANE, ALLOWING HIM TO FUNCTION IN THIS REALITY FOR A SET PERIOD OF TIME.

THAT'S WHY HE'S GOING AFTER RUNAWAYS, STREET KIDS AND USERS... PICKING PEOPLE NOBODY'S GONNA MISS.

EXACTLY.

OKAY, SO NOW THAT WE KNOW WHAT WE'RE UP AGAINST, WHEN DO WE GO AFTER HIM?

WE DON'T. YOU DO.

WHAT DO YOU MEAN, WE DON'T? I MEAN, YOU'RE LIKE THE *SORCERER'S MONTHLY* FOLD-OUT FOR THE ASTRAL PLANE. YOU LIKE FUZZY ANIMALS AND SAVING WORLDS AND YOUR TURN-OFFS ARE RUDE PEOPLE AND GUYS WITH MOIST, GRABBY TENTACLES --

-- WHICH IS ***MOST*** GUYS, NOW THAT I THINK ABOUT IT --

I'M SORRY.

I HAVE AN APPOINTMENT THAT I CANNOT MISS.

SURE YOU CAN. TELL 'EM YOU'RE BUSY. TELL 'EM YOU WENT OUT WITH AN OLD WAR BUDDY AND WE'RE COMPARING SCARS --

AN APPOINTMENT... WITH DEATH.*

OKAY. YOU GOT ME ON THAT ONE. WHAT DO I HAVE TO DO?

THE EYE OF AGAMOTTO WOULD BE SUFFICIENT TO GUIDE YOU INTO THE ASTRAL PLANE AND RETURN YOU SAFELY TO THE WORLD YOU KNOW, BUT I HAVE NEED OF ITS POWERS. SO INSTEAD...

...THE HAND OF THE VISHANTI WILL HAVE TO SUFFICE.

DO. NOT. MOVE.

WAITAMINNIT... DON'T I GET TO --

* As seen in the Doctor Strange miniseries, "The Other Side of Darkness.**

** Which, okay, hasn't been written yet, but it will be, and then this will make a lot more sense. ***

*** No, really. It will. Would we lie about a thing like that?

AAAAAGGGG!

OWW...

OH, MAAAANNNN... WHERE THE HELL DID THAT TRUCK COME FROM?

WAS THE PHRASE "DON'T MOVE" REALLY THAT DIFFICULT A CONCEPT?

THE GLOW WILL SOON FADE FROM SIGHT ON THIS SIDE OF REALITY, BUT THEIR POWER REMAINS. WHEN THE PORTAL TO THE ASTRAL PLANE IS OPENED AGAIN, THEY WILL BRING YOUR ASTRAL FORM TO THE PLACE OF MAGICAL POWER. THERE YOU MAY CONFRONT YOUR FOE AND FOLLOW HIM WHEREVER HE MAY GO, EVEN INTO THE DEPTHS OF THE ASTRAL PLANE ITSELF.

COOL...

SO, WHERE DOES THE ASTRAL PLANE LAND, AND IS THERE ALSO AN ASTRAL HELICOPTER?

CERTAIN THINGS SHOULD NOT BE JOKED ABOUT. YOU MUST APPROACH THIS SITUATION WITH CAUTION, REVERENCE, AND GREAT SERIOUSNESS.

HMMM... AND ONE OTHER THING...

DO NOT LEAVE THE PATH, NO MATTER HOW FAMILIAR OR INVITING SOME THINGS MAY APPEAR. THERE ARE THINGS YOU ARE NOT YET READY TO CONFRONT.

SURE THING, DOC. SO WHAT'S THE PROGRAM FROM HERE?

THE WORST THING YOU CAN POSSIBLY IMAGINE.

YOU MUST SIT IN THAT CHAIR. WAIT. AND MEDITATE. FOR AS LONG AS NEEDED.

DOESN'T SOUND THAT BAD...

YOU MUST DO IT... *SILENTLY.*

HA -- COMMA HA -- --COMMA HA.

I MUST GO NOW. DO NOT OPEN THIS DOOR AGAIN UNTIL I RETURN.

IF I RETURN AT ALL.

DOOM

AND TO THINK THE MAN GAVE UP A PROMISING CAREER AS A STAND-UP COMIC FOR THIS...

FLOSSSH

HEY.

UHHMMM...

SO WHAT'S YOUR FREAKIN' PROBLEM?

I SEEN YOU BRINGING GUYS IN HERE, ASKIN' QUESTIONS, AND THAT CREEP SPIDER-MAN... YOU MESSIN' WITH MY CRIB, LITTLE GIRL... AND I DON'T LIKE IT.

LOOK, YOU DON'T WANT TO DO ANYTHING TO ME --

NO?

NO... BECAUSE I GOT FRIENDS, AND... AND IF ANYTHING HAPPENS TO ME, THEY'LL --

THEY'LL WHAT?

EVERYBODY JUST GONNA SAY YOU MOVED ON, 'CAUSE THERE AIN'T GONNA BE NO BODY TO FIND. SEE, THAT WAS OUR DEAL. WE FIND PEOPLE FOR OUR GUY TO TAKE OUT, TAKE BACK INTO THE SHADOWS, GUYS NOBODY'S EVER GONNA MISS... AND IN RETURN, HE'S LIKE, OUR ENFORCER, Y'KNOW? WORKS OUT GREAT FOR EVERYBODY.

SO NOW WE GONNA DO SOME ENFORCING.

EEEEE EEEEE!

HEY, WHAT THE --

WAITAMINNIT... THIS ISN'T HOW I THOUGHT IT WAS GONNA... I'M LEAVING MY BODY?! WAITAMMINIT... WAITAMINNIT...

WAITAMINNNIIITTTT!

HOLY...!

SO...

...YOU WANNA GO FOR A RIDE WITH A STRANGER?

UH-OH... HEADING RIGHT FOR THAT WALL... CAN'T TURN... CAN'T --

YWCA

--TURN!

...SILICON... MOUNTAINS AND MOUNTAINS OF SILICON... THE HORROR... THE HORROR...

NOW C'MERE --

NO!

LET --

--ME --

--GO!

JENNY!

...OH... MY --

--STARS AND GARTERS...

LET ME GO!

SURE THING... JUST GONNA SHOVE YOU IN HERE WITH THE REST. SOON AS YOU'RE INSIDE, YOU'RE GONNA BUY ME A WHOLE DAY BEIN' SOLID AGAIN.

NEVER SEEMS TO BE LONG ENOUGH, BUT THEN, TIME DOESN'T WORK THE SAME WAY HERE AS BACK ON THE OTHER SIDE.

NOW WE --

UNGH!

RUN, JENNY! GET CLEAR!

SOUNDS TO ME LIKE YOU'RE STUCK HERE FOR A WHILE.

STUCK HERE.

WITH ME.

SUITS ME JUST FINE.

I HIT THE SHADE WITH EVERYTHING I'VE GOT. BUT WHATEVER FORCES HE'S TAPPED INTO MAKE HIM POWERFUL ON THIS SIDE.

DOESN'T MATTER. I'M ON HIM NOW.

AND ONCE I'M ON SOMEONE, I DON'T LET GO.

EVER.

AND THEN I SEE WHAT MAY BE MY ACE IN THE HOLE.

HURRY! C'MON!

WHAT'S WRONG? I'M NOT HEARING ANY JOKES ALL OF A SUDDEN. MAYBE YOU'RE FINALLY AFRAID OF SOMEBODY FOR A CHANGE?

NO. JUST THINKING. YOU OUGHT TO TRY IT SOMETIME.

IF HE WAS USING THAT THING TO DRAW OFF THEIR ENERGY TO SUSTAIN HIS EXISTENCE...

...THEN I HAVE TO WONDER WHAT KIND OF LOOP IT WOULD CAUSE IF HE GOT SHOVED IN THERE HIMSELF?

SO HERE'S THE DEAL, SUNSHINE...

I'D LOVE TO STICK AROUND AND DO THIS ALL NIGHT, 'CAUSE I DON'T USUALLY HAVE MUCH BETTER TO DO WITH MY TUESDAYS --

BUT I GOT PLANS TO MEET A SPECIAL LADY AT THE AIRPORT TONIGHT, AND NOBODY'S GETTING IN MY WAY.

ESPECIALLY --

--NOT --

YOU!

UNGH!

...NO...

NO!

AAAAGGGHHH!

THE AXIOM

IS EVERYBODY OKAY? IS --

...DUDE...

IS HE DEAD?

HE WENT BOOM.

YEAH, BUT IS HE *DEAD?*

LOOKS LIKE. BUT THAT NEVER SEEMS TO LAST AROUND HERE, DOES IT? HALF THE GUYS I KNOW WERE DEAD AT LEAST ONCE.

DID MOST OF 'EM A WORLD OF GOOD, TOO.

SO HOW DO WE GET OUTTA HERE?

THE DOC SAID THE HAND OF VISHANTI COULD GET ME INTO THE ASTRAL PLANE, SO I'M GONNA HAVE TO GUESS THAT IF I CONCENTRATE, IT CAN GET ME BACK TO --

BINGO.

JUST A GUESS... BUT I THINK THAT'S OUR RIDE.

C'MON! LET'S GO!

YOU COMING, SPIDER-MAN?

YEAH, I... I JUST GOT A WEIRD FEELING.

WAIT HERE.

WHAT WAS IT DOC STRANGE SAID?

"DO NOT LEAVE THE PATH, NO MATTER HOW FAMILIAR OR INVITING SOME THINGS MAY APPEAR."

"THERE ARE THINGS YOU ARE NOT READY TO CONFRONT."

BUT I FEEL SOMETHING DRAWING ME. SOMETHING... FAMILIAR.

DAMNED FAMILIAR...

BUT... WHAT ARE YOU DOING HERE? WHAT *ARE* YOU?

YOU WHO ARE OF US...AND NOT OF US...YOUR TIME IS NOT YET.

YOU SHOULD NOT BE HERE.

LEAVE.

HOLY...LOOKS LIKE SOME KIND OF SPIDER, BUT HUGE...

WHAT YOU ARE. AND WHAT YOU WILL BE.

DEPART THIS PLANE.

NOW.

AGH!

YEEEEOOOOOWWWW!

OW!

LOOK --

-- OU

NY TIMES

SPIDER-MAN? WHERE'D YOU GO?

SPIDER-MAN?

SHE CAN'T SEE ME ON THIS SIDE. NO PROBLEM. JUST GO TO THE DOC AND HE'LL PUT ME BACK IN MY BODY --

NY TIMES.COM

NO! CAN'T BE...

WAIT...THE SHADE SAID THAT TIME DOESN'T WORK THE SAME WAY ON THE ASTRAL PLANE AS IT DOES HERE... SO THE FIGHT TOOK LONGER HERE THAN...

IT'S WEDNESDAY MORNING!

New York Ti

WEDNESDAY JULY 17 2002

MARY JANE CAME INTO TOWN LAST NIGHT!

LAST NIGHT!

NO, AUNT MAY... I DID. I WAITED AN HOUR, THEN I HAD TO GO. PETER NEVER SHOWED UP.

YES, I'M SURE THERE WAS A GOOD REASON.

THERE ALWAYS IS.

I CAN'T, MAY... I'D LIKE TO, BUT AS I SAID, IT WAS JUST FOR THE ONE NIGHT, I HAVE TO GET BACK FOR A SHOOT.

MARY JANE, WAIT!

WELL, WHEN YOU SEE HIM, SAY HI FOR ME, AND TELL HIM --

--TELL HIM I GUESS SOME THINGS JUST WEREN'T MEANT TO BE.

I'M HERE... I'M *RIGHT HERE!*

I LOVE YOU TOO, MAY. BYE.

YOU'VE GOT TO FEEL ME HERE, YOU HAVE TO!

--TO LOS ANGELES NOW BOARDING AT GATE SEVENTEEN.

THERE'S -- THERE'S SO MANY THINGS I WANTED TO TELL YOU... LIKE HOW I PULLED OUT EVERY BIRTHDAY CARD YOU EVER GAVE ME...

...HOW I KEPT YOUR LAST MESSAGE ON MY ANSWERING MACHINE JUST SO I CAN HEAR YOUR VOICE BEFORE GO TO SLEEP AT NIGHT...

I WAS GONNA... I WAS GONNA MAKE YOU LAUGH AND TELL YOU THAT I MISSED YOU AND THAT ANYBODY WHO MISSES SOMEBODY ELSE THAT MUCH, THERE *HAS* TO BE A CHANCE, Y'KNOW? THERE JUST *HAS* TO --

MJ... WAIT, PLEASE!

I LOVE YOU.

I LOVE YOU.

I LOVE YOU...

JRJR
SH

BRRIINNGG

So how are you planning to spend the holiday break, Peter?

I haven't decided yet. Main thing I have to do right now is figure out some way to apologize to my lady.

Funny how much time we all spend doing that.

Hey! You! No running in the hall!

So what'd you do?

Well, it's... you see, we're separated and I was supposed to meet her when she came into town, but --

You stood her up?

"Not exactly... I mean, I was there, I just... she didn't see me, that's all."

MJ? It's me, I'm here, I love you.

Then it's not your fault, is it?

No. Yes. It's... complicated.

Yeah, well, when it comes to relationships, what isn't?

So how about you? Gonna get away for a while?

You kidding? On a teacher's salary? I figure I'll find something to do during the break to earn a few bucks.

STAN LEE presents:

COLD ARMS

"We all gotta make a living, y'know?"

NEXUS

We appreciate that you would consider our offer of employment...

...Doctor Octavius.

The pleasure is entirely mine, Mr. Carlyle. In this economy such opportunities do not come around very often. So what did you have in mind?

Nexus Industries is a high-tech research and development company specializing in cybernetics. We went public on the New York Stock Exchange two years ago and our last rating put us at a net value of two hundred million dollars.

Your stockholders must be very happy.

Delirious.

It's unfortunate that your work in cybernetics is not as well known or respected as it deserves. You were one of the first real pioneers in this area, thanks to your remarkable... appendages.

Thank you.

And my tentacles are pretty impressive too.

Old joke. You were saying...?

We believe you would be a great asset for our company, Doctor Octavius. Your work was largely intuitive, achieving breakthroughs without the help of think tanks or guidelines. As a consultant, you could help shake up some of our departments, get them to think outside the box.

Well, I've spent a lot of time trying to get out of one sort of box or another, and just as much time shaking people up. But you must understand that I have a... colorful background.

We don't care about what you did in the past, Doctor Octavius. Only what you can do for us now. But I will admit to being curious.

Did you... bring it?

Of course. It's right in there. Go ahead and open it.

It's locked.

Is it? How forgetful. Allow me.

Or, more precisely, allow *Me* to allow *them.*

KER-SMASSHH!!

Whoa!

First rule of drama: always know how to make a good entrance.

Most impressive. So it instantly obeys your slightest whim, whether or not it is actually attached to your body?

There's a slight delay the farther away they are, and I can't get through at all if there's something in the way, like steel plating, but for the most part they respond immediately.

And they're strong?

Very.

Good.

If you'll give us just a few moments to confer, I'll bring in the rest of my team. I'm sure we can put an offer on the table that you'll find more than acceptable.

Take your time. I can wait.

I've waited this long for someone to recognize the legitimacy of my work, I can afford to wait a few more minutes.

Thank you, gentlemen, you can go now.

Tell the temp agency your services are no longer required.

HSSSSS

Eh...?

Gas?

Who do you think you're dealing with here?

If I can't get ---

--this on and tear through those walls before I have to take another breath --

SHUNNNK

--I don't deserve the name --

--of Doctor Octavius.

Wood against tempered steel. This isn't even a contest.

What the --

No --

--no --

...no...

THUDD

"Look, can you give me a break? I've just about hit bottom."

I'm sorry, Mr. Parker, but I haven't seen Mary Jane all day. Have you tried her cell phone?

I've tried everything except smoke signals. You're sure she's not there?

Well, let me look around again.

No. Not a sign. Perhaps she's at wardrobe. We start shooting very soon and she's busy getting prepped. Maybe you should try there.

And maybe he should take a long walk off a short pier.

Can you give me the number for wardrobe?

I'm sorry but I can't give out that kind of information.

But you said --

I'm sorry, but I have to go now --

Can you at least give her a message for me?

Just... tell her that I'm sorry, and I love her, and I have a good -- a really, really good explanation -- for what happened, and --

--just... have her call me, okay?

I'll pass along the message, Mr. Parker.

He said --

He said he loves me and he has a very good explanation for standing me up, right?

Yup.

Yeah, well, if the first was true, he wouldn't need the second, now would he?

I'll call him back.

Eventually.

"Funny, isn't it, how some things never come out quite the way you planned...?"

You came here five days ago hoping to be hired as a consultant. And a consultant you've been... just not in quite the way you had in mind.

Five... *Days?*

Actually, I thought it would take a lot longer to get the job done. But you hire the right people, you get the job done fast.

I'm just glad I won't be here when they try to cash the checks.

I don't... understand...

Of course not. Your mind is still cloudy from the drugs. And the news hasn't hit the networks yet. But since it'll come out any time now... no reason not to give you a preview.

"I came aboard Nexus because they needed someone to be the mouth, to help promote and advance the public image of the company, raise the value of the stocks.

"It's just good they needed someone in a hurry and didn't go as deep in their background checks as they should have gone.

"Thing is, nobody wants to give you money if they think you actually need it. Guys with flash only give money to guys with even more flash, because they know they'll get it back, with interest.

"So I made sure we had all the flash-and-dazzle anybody could ask for.

"Sometimes the money coming in even equaled the money going out. And sometimes it didn't. But those are the breaks, right? You gotta spend money to make money, right? Of course right.

"What did come in, went back out in acquisitions of other businesses. I even set up some dummy subsidiaries and financed them from inside the company, counting their assets as revenue to make the company look bigger and stronger on the stock market.

"And it worked.

NEXUS

NEXUS

NEXUS

"At least on paper.

"For a while.

"But all good things come to an end. When a bunch of debts came due, and we had to cover for a fall-off in productivity, the figures didn't add up.

"That's when the ***CEO*** found out what had been going on... and who he'd hired.

"Convictions for fraud. Forgery. Extortion. Racketeering. Not to mention assault and battery and a bunch of other charges, all under another name.

"But c'mon, who in this big wide world ***doesn't*** have something to hide, right?

"It's not like I was a murderer or anything.

"I figured if he found out what happened, more would follow. So I had to act fast. With the CEO now on an unexpected... vacation... I looked for ways to grab whatever I could.

"Unfortunately the money was gone, the property was locked up in escrow, and the only product we had was theoretical research, and I can't exactly put that in my pocket and walk out the front door. I never understood half that stuff anyway."

"At least... not before that night.

So I had to figure out what I really wanted. And you know what it is?

To be free, to make my own way so that nobody could ever stop me. And that's when I thought of you. And those extraordinary mechanisms of yours.

I got my teams working on the problem of creating something similar. They worked independently, nobody knowing what the others were doing, nobody but me with the whole picture. They could get the basics but not the whole cerebral interface... thing.

For that, we needed you. Or, more precisely, your equipment.

It was actually far more primitive than they expected. They said it looked as if you'd built that thing in the sixties,

I worked with the tools I had.

Yes, and buried inside they found the secret to their operation. Primitive, but highly intuitive, they never would've figured it out.

So now the arms are stored in here, where you can't contact them.

And you're stored in there in case I need you after the trial run. If not, you'll run out of air in 24 hours and... well, that's that, right?

Would you like to see what your stepchild looks like, Doctor? What you get when you combine your intuitive leap with the latest in cybernetic technologies, servos, waldoes, laser-assisted targeting systems and exo-steel?

Pretty cool, huh? With this setup I can take whatever I want, go wherever I want, and nobody can stop me.

I'm tired of making my living off guys who don't appreciate my abilities. Time to show the whole world what I can do.

Time to build an empire of my own.

"Mary Jane's building quite a career for herself, isn't she, Peter?"

Yeah... yeah, she is.

It says here that she starts shooting in a movie this week in Los Angeles. Isn't that wonderful?

Terrific.

Did you try calling again?

Twice. Can't even get past the front desk. It's... infuriating, Aunt May. I mean, all the things I've done, all the things I can *do*... and I can't talk my way past some studio receptionist three thousand miles away.

I know I could get through to her, make her understand, if I could just see her in person, for five minutes. That was always how it was with us. She'd get mad, or I'd get mad, but as soon as we saw each other, none of it mattered anymore.

So why don't you go to her? She's in California, she's not in another country.

Though there *are* times it's hard to tell the difference...

I can't, May. I promised you we'd do something fun during the break, and I can't just up and leave you.

You know, I've never actually *seen* anyone make a movie before.

"Will that be one business-class ticket to Los Angeles or two, Mr. Parker?"

"Two, thanks."

You're *sure* you're up to this, Aunt May?

Peter, since you were knee high I've dedicated myself to making sure you were happy. Are you going to be happy without at least talking to Mary Jane?

No.

Then there we are.

I know, I just --

--I just worry, that's all.

Can you step over here, sir?

Is there a problem?

Just spread your arms, sir.

I can open that for you --

Please don't move, sir.

Long-johns.

I get chills.

Ever since he was a little boy.

Hang on, I can explain --

Those are mine.

ATES 40-49

NEVER FORGET

They're for geriatric gynecological work... they go around the ankles and into the stirrups so they can get a better look at my --

That'sokaythat'sokay that'sokay...

You can go, ma'am.

Aunt May --

But as for *you*...

What were you *thinking,* sir?

"After all, these days, anyone and anything can be a weapon."

I love LA... ba-ba-bum... I love LA...

Yes, can I help you?

I'd like to make a withdrawal.

Can you give me your account number?

TODD

I'd love to --

--but I'm in kind of a hurry --

--so with your understanding --

--I'll just take it *all.*

Everybody get down!

There's always one guy who never gets the message...

AAAGGGHHH!

Jim!

That --

--will be --

--enough!

The money.

All of it.

Now.

It's now... it's now... or it's never...

It's been nearly 24 hours... it's now or I suffocate...

Concentrate, Octavius, *Concentrate.*

I won't die a fool's death. I never tell anyone my true weaknesses. Solid steel can't fully block the link between me and mine... but it *can* slow us down. Make things harder. The drugs don't help.

I can do this.

I can do this.

Come to me.

Come to me. Come to me.

Come to me.

Come to me.

Come to me.

Come to me.

SNAP

Come to me. Now.

KERWHAMM

WHAMWHAMWHAMWHAMWHAMWHAMWHAMWHAM WHAM WHAM WHAM

WHAM

WHAM

Yes...

...yes...

...strike.

Too drugged to stand...

Take me away from here. Quickly.

CRASH

"So you're all ready to go."

Well, Mr. Devereaux, I'm as ready as I *can* be since I haven't even seen a script --

Script's just a blueprint, MJ. A jumping off point. We don't give out the script because we don't want it showing up on any of those creep websites. Besides, the director figures he'll have everybody improv most of the dialogue as you go.

STAGE 5

But... you're the producer; how do you keep the story intact if everybody's making it up as they go?

=snort=! Lady, you really think people go to movies for the *story?* It's spectacle, MJ, it's all about spectacle.

Okay, I guess, so what's my part in this... spectacle? All I got in the breakdown was the character's name, age, and that she looks good in lingerie.

You're playing Cynthia LaVenus, the love interest for our protagonist --

--well, until you get killed in act two, sending him into a killing rage that only ends when he meets girlfriend number two in act three.

And the protagonist is...?

Rick Turk, you may have seen him in that indie flick *Hell Hath Some Nerve.* Great kid, a little slow on the uptake, but --

No, I mean, what's his character?

Oh. That.

You're gonna love this... I mean, you're really gonna love this.

Uh-huh... so who's --

You're playing the love interest of a super hero. How about that, huh?

I mean, I know it's kind of a stretch, but --

No... no, it's all right, I'm sure I can... get into the part somehow.

As long as you can get into the lingerie, babe, that's all anybody cares about. See you in wardrobe.

I'll be bringing some friends, if that's okay... just check you out a bit... man, I love making movies...

Yes, Editor. Revelations will be wrung out of it for the Daily Bugle...

--so you can call the Bugle and they'll confirm who I am. They sent me to get some behind-the-scene pictures --

You with the union? We can't have photographers here unless they're with the union --

If I can just make a call to the set --

Can't do that, sorry.

Look, I'm telling you --

And I'm telling you, we don't allow anybody on the lot unless we know who's what because we got a problem with stalkers.

Hello, Peter.

I'm not a --

"Hello, Peter"?

Just give me five minutes before you have me thrown off the lot, MJ.

You've got two. Make the best of them.

AMAZING SPIDER-MAN #44

MJ, c'mon, it's gonna take me a lot more than two minutes to explain what happened --

One minute fifty-eight, a minute fifty-seven, minute fifty-six --

STAN LEE presents:

Arms and the Men

A convict named the Shade had found a way out by escaping into the astral plane except things went wrong and he got trapped in-between and the only way he could come back to the physical world was to grab kids off the street to balance everything out because nobody'd miss them so I went to Doc Strange because I've never been to the astral plane though turns out it's actually a lot like New Jersey which I only know 'cause I was there but in astral form and I took care of the problem but time goes different there than here and by the time I got back still in astral form it was twenty-four hours later and I'd missed picking you up at the airport, missed the chance to talk to you, but I raced for the airport anyway just to see you, to try to talk to you on the way out.

So I *was* there, MJ, honest and true, I was at the airport when you had to go back, trying to talk to you, trying to get through, but you couldn't hear me, couldn't see me, because I was still invisible. I was, y'know, outside my body.

I was an *Astral.*

EAST GATE

STAGE 3

Well, that's *close* to the word I was thinking of.

Hey, yo, my *Aunt's* standin' here --

Is that Pierce Brosnan?

Look, MJ, I'm sorry I wasn't there. If there was any way I could have been there, I swear I would have moved heaven and earth to make it happen. But there were something like thirty kids whose lives were on the line. You know me. I had to do what I did. I just...

I had to do it, MJ. I just had to.

I know. But that's always been the problem with us, Peter. There's what you feel you *have* to do, and what you *want* to do.

I just don't know if I want to be the part of your life you consider optional.

But you've never *been* optional, MJ.

Every happy thought I ever had begins and ends with you, and every unhappy thought begins with the realization that you're not there, because I screwed up.

I want to make it right, MJ, and I'll do anything to make that happen. Anything.

It's not that you screwed up, Peter, it's just... the way things were with us, that's all. I guess the question is, is that the way things will always *be?*

Let me try, MJ. I won't hold anything back.

Good, because I --

Waitaminnit...

STAGE 7

All this time, we've -- *you've* -- been talking about all this in front of --

...oh, nuts...

Then... you *know?*

Well, I... yes, I... Peter and I had a talk about the... you know... thing he does, and...

I thought perhaps he'd told you already.

No.

Because it's really more his place to tell you than mine.

Damned straight.

Yep. Yessir. That's definitely Pierce Brosnan, all right.

Okay, look, we're all on edge right now and now isn't the best time to have this conversation. I've been working a long time to make the jump from modeling to movies, and I finally have my first role in a serious drama. It's --

Hey, MJ! There you are!

It's Rick... Rick Turk. I know it's hard to tell in all this, but...

Anyway, Mr. Devereaux said I might find you here. Wanted to say hello to my love interest.

Oh... er... um... hi...

Love interest...?

Well, not *my* love interest. My character's love interest.

And that would be...?

Hey, c'mon, everybody knows --

--The Amazing Lobster-Man!

One word --

--just one --

--and I'll kill you dead.

Right here.

Right now.

Mr. Devereaux was saying he's really looking forward to the lingerie modeling scene. I think it'll be really great, you know? You've got a --

Uhm, Rick, I should introduce you to... this is Peter Parker --

Hi, glad to --

My husband.

Hey.

We're separated.

Howya doin'...

Anyway, we... should get going... we're in the middle of wardrobe fittings and --

MJ... we came all this way. We should at least talk.

I --

Hey, Ms. Watson... you want me to let these two stay on the lot or what?

I...

Yes. They can stay.

We can talk later. A little.

Well.

I think that went very well. It's a first step, and as someone once said, every journey begins with a single step.

Of course, this may be a very *long* journey, but even so, at least it's off to a start.

Yeah... I suppose it is.

"So you've had a good day, sir?"

Why do you ask?

Well, I just... noticed that you checked in with cash, and nobody pays for the penthouse with cash unless they had a great day at someplace like Vegas where they hit the jackpot --

Ah --

In that case, yes, you might say I've had a very good day.

DAILY B

NEW YORK'S FINEST DAILY NEWS

$150,000 STOLEN

IN BANK ROBBERY

Well, congratulations to you and your guest.

Guest...?

I'm sorry, I didn't mean to intrude, it's just you had me set the table for two...

Oh, I don't have a guest. At least not yet.

I'm still trying to decide: blonde, brunette, redhead, or perhaps a combination of all three.

Sort of a sexual banana split.

Hold the banana.

Well, sir, you're all set. If you need anything else, my name's Bobby and I'm on duty until six.

Thank you, Bobby. With any luck you won't hear from me until dawn or consciousness, whichever comes first.

Meanwhile, be a good lad and make sure I'm not disturbed. All right?

Yessir. Not a problem!

EXIT

Is it him?

EXIT

Lemme see one more time, just to be sure.

Yep. That's him, all right.

That was a hundred dollars, right?

Yes.

Thank you for your service.

Hey, anytime, mister. Just as long as there's no trouble, right?

No... no trouble at all.

Now you just sit there and enjoy the view, honey, we'll go down to dinner in just a minute.

All right... but it's *boring.*

Mommmm!

--and I take it that Beth, Candy and Cassie are all... full service?

Excellent. The address? It's --

Uhm... let me get back to you.

Carlyle! Carlyle!

You don't have to shout. This is, as they say, a classy joint.

Take. That. Off.

Sigh... you're the *last* person in the world I wanted to hear utter those words while I was in the bedroom.

But you'll do.

I was reading a book on this hotel and they say this floor is supposed to be haunted --

--snort! --

Gimme a break. That's just to bring in the tourists and the ghost-nuts. Nothing that weird goes on in real life --

Thief! It doesn't belong to you!

Up yours, old man!

Aaaaghhh!

Maybe we should try another hotel...

Yeah, maybe...

Die!

Ungh!

You should have died quietly when you had the chance, old man.

Because either way, you're a dead man.

You may be fast --

--but I've been doing this for *years.*

Unh!

So as the kids say... bring it on.

"I always say just do the best you can and let the rest take care of itself, you know?"

I figure that's my motivation as Lobster-Man, just do the best I can to help the world. I mean, the guy's a super hero, it doesn't need to go much deeper than that.

Sure it does.

I mean, what kind of thing drives someone to fight crime? It could be... and I'm just coming up with this off the top of my head... guilt over the death of a loved one, where you could've done something about it but didn't. I --

You know, I could erase those freckles for you if you want.

You touch those freckles and I'll erase your face.

Okay, I'm sensing hostility here...

Anyway, I think that's where someone like Spi -- that is, Lobster-Man's love interest could be, I don't know, *useful.* She could help him get over the mistakes of his past, make him understand that he doesn't have to be perfect.

She could be *important* to him --

Shyeah, right...

C'mon... what kind of woman would hook up with a guy like that, knowing that he could never put her first in his life?

Well, it's --

I'll tell you what kind.

Somebody with *no* self-respect and a lousy self-image. For all the good she might think she's doing, at the end of the day he's running around town beating people up, she's only in his life when it's convenient, and if anything happens to him she can't even get comfort from anybody else because it's a secret.

At least, that's what my analyst would say.

Y'know what I mean, MJ?

Yeah... yeah, I think I do, Rick.

--so I'm thinking we check out the cafeteria, get a bite to eat while we wait for MJ.

That would be nice, Peter. It's awfully warm out here.

That's Los Angeles for you. Just remember, it isn't the heat, it's the stupidity --

SOUTH GATE

--with reports coming in of some kind of an attack taking place at this moment at the Embassy Crown Hotel --

Hey, that's just up the street.

Just a second, Aunt May.

We're receiving unconfirmed reports from eyewitnesses at the scene that this is not terrorist related, and that people have sighted the individual known as Doctor Octopus at the scene.

...oh, no...

Aunt May, I have to... I have to go.

Peter --

I'll meet you at the cafeteria as soon as I can deal with this, all right?

I... yes, all right, I...

She looks away, and I realize this is the first time I've had to leave her to go into action as Spider-Man since she found out the truth.

May... I'll be okay. I swear. I'll come back as soon as I'm done and we'll have some dessert, so find something good at the cafeteria because I'm going to be pretty peckish, okay?

I love you, Aunt May.

I know... and I love you too, it's just...

No. Never mind. You just... do what you have to, Peter. I'll wait for you.

Okay. I'll be back before you know it.

Just a minute, we're getting in some additional reports from the witnesses at the Embassy Crown Hotel --

--yes, all right, we have confirmation now --

--there appear to be two assailants at the hotel. Whatever the alleged Doctor Octopus is doing --

"-- he's not doing it alone."

You can't keep running forever, Octavius.

I have no intention of running.

Yaaaahhhh!

Later, reporters would describe the hotel as saying it looked as though it had been in a war.

Later, a guest with a video camera would sell his footage of the fight to CNN for more money than I ever made selling photos to the Bugle all put together, thereby reaffirming the theory that print is dead. Or at least damned cheap.

Later, the Embassy Crown Hotel would have to sue its insurance company in order to receive compensation, on the premise that what happened was by no possible interpretation of insurance law an act of God.

But that was later. I knew none of this when I arrived.

I knew only that it's always the innocents who get caught in the middle.

Go on! I've got it! Get clear!

Enough is enough.

Okay, Ock, I don't know what you're up to this time, but it stops right here, you understand me? It --

What the --

KER WHAMM

Whoa!

Got yourself a remote, Doc? Or --

Oh, crud.

Okay.

I think it's time to reassess the situation.

Stay out of this, Spider-Man.

Unless you want to combine our forces, dispose of our unwanted guest and mutual enemy first, then settle this.

Not as long as you've got what's mine.

Something blue.

Something old...

Something new...

Something borrowed...

I am *so* screwed.

I decide what's going on matters less than stopping them before this whole place comes down around us.

What the --

Tie him up for a second --

--while I deal with Ock. I know his tricks enough to --

Uhh!

He's learned some new ones.

I warned you. You wouldn't listen.

Move! Move! *Move!*

Now pay the price.

"We're now getting reports that Spider-Man has been seen at the site of the hotel attack."

The last witnesses to flee the building describe a brutal fight between those involved --

--practically a war --

Could you turn that off, please?

Sure thing.

Thank you.

So lemme ask you a question, Doc ol' buddy ol' pal... this guy a friend of yours?

Carlyle?

Good. Now I have a name.

He's a thief!

Okay, we've established that you like the same things and your mom dresses you the same but did you come to the prom together?

Look at him! He's stolen my technology! There is room for only *one* Otto Octavius!

Yeah, especially with that new rule that you have to buy a second seat on the airplane if you're too fat for the first one --

Finally!

Uh-oh...

He's fast... I barely get out of the way of one of his arms before I realize --

--he wasn't aiming at me.

Unnh!

Company... this is getting too crowded for my tastes. I need a distraction to get away, and hostages for insurance --

I think I know where I can get the latter -- I seem to recall there's a studio around here...

No!

--and now for the former.

No! What're you *doing?* Those are load-bearing walls! You'll bring the whole place down around us!

Around you two, perhaps.

But not me!

Doc! You gotta help me keep it together until the civilians can get out!

Please!

Go. Hurry!

That's it... go on...

Okay... they're clear... now we can figure out a way to get out before --

WHISSSSH

--what? -- what're you --

You are not a civilian. Goodbye.

No...

JR
JR
&

STAN LEE presents:

Until the Stars Turn Cold

--with reports that bystanders caught in the middle of the fight between Spider-Man and his opponents, one of whom has been identified as Doctor Octopus, were able to escape shortly before the hotel collapsed.

LAPD SWAT units and helicopters are searching the area looking for Doctor Octopus and the man who may either have been an accomplice or who may also have been fighting Doctor Octopus for reasons not yet known.

"We also have no information on the fate of Spider-Man, who may or may not have been able to escape the scene before the hotel collapsed.

"According to structural experts, it is unlikely that anyone inside the hotel when it collapsed could have survived..."

I can't breathe... can't breathe...

Keep moving... don't black out... if you black out you die...

...one of these pipes has to have air... has to go somewhere...

Nothing...

...nothing...

Hands keep shifting as I push the debris aside... and I realize I'm shaking... shock's setting in... keep moving, Peter, damn it, keep moving...

Got it. Not a lot of air, but it'll do...

...for a little while.

Amazing what five million dollars worth of lumber, paint and chrome can buy these days, isn't it, Al?

Yessir.

Any word from the director?

No sir. He's caught in traffic. Front gate's talking about some kind of problem up the road at the hotel --

Look, we have to get these camera tests on hair, makeup and wardrobe done in time for the studio brass to approve it before we shoot. We don't need the director for that part. Tell 'em to get out here.

Yes sir, Mister Devereaux.

We need first-team on the set.

That's why producers make the big bucks, Al. When everybody else flakes out, we get things done.

Hey, Rick, how's it going?

Fine, Mr. Devereaux. Have you lost weight? You look great.

Thanks. So Mary Jane, you've met your love interest?

Yes, I --

Great, that's great, now --

Excuse me, but I thought there was supposed to be a closed set for these tests --

It's just a skeleton crew, MJ. I promise if anyone here sees anything he hasn't seen before, I'll shoot it personally.

I understand, but --

Time's wasting, so let's get to it.

Mr. Devereaux --

Oh, crud...

What?

It's the writer, Fettes Grey. I gave the office specific instructions that he wasn't invited --

Why didn't I get a call sheet for the camera test?

I don't know... I gave my assistant specific instructions that you were to be faxed the call sheet wherever you were. I'll have her fired at once.

We have bigger problems than that. Have you seen this last batch of notes?

This isn't the best time to --

They don't like Lobster-Man's origin. They said it was stupid and improbable and not *deep* enough. What the hell does *that* mean?

How was he created?

By a bite from a radioactive lobster.

Here we go again...

They want something ***bigger,*** like he was ***summoned*** to the job by... get this... some kind of ***Giant Lobster God!***

Fettes... be reasonable...

Reasonable? It's ***moronic.*** Everyone on the internet who heard the rumor about this thinks it's stupid.

People on the internet think ***every***thing's stupid until they see it... then the next thing you know they're having it tattooed on their butts.

Look, Fettes... radiation is passe. It is ***so*** last-century. We have to move on, create new myths for a new audience. Besides, if it's a Lobster God rather than a one-time-only accident we can have all ***kinds*** of sequels... Lobster-Boy and Lobster-Girl and the Evil Lobster-Man, you name it.

"We have to deal with the real world here, Fettes."

--estimating that it will be days before rescuers can reach the bottom of the collapsed hotel --

"And stuff like this just doesn't happen in the real world."

Sorry, pal, but you've got something I need.

Building after building filled with rich, high-profile hostages...

I can't stay here... the debris keeps shifting... collapsing... it's only a matter of time before everything around me... everything *including* me... gets flattened under a few hundred thousand tons of wreckage.

And I can't try to leave... because one wrong move and this all comes down around me... it means leaving my supply of air behind at some point... not a big deal if I'm only under ten feet of debris... but if it's twenty, or thirty...

...or forty... or more.

I'll never make it before I run out of air. I can't try it.

Except -- I remember now -- as the place came down...

Doc Ock and the new guy... Carlyle... they were headed for the studio, headed for hostages, headed for --

Mary Jane. Aunt May.

Have to try.

Have to.

Have --

--to --

--try.

STAGE 7

Mary Jane...?

Excuse me, ma'am, but you're going to have to leave... the tour's that way, it --

No, it's all right, she's with me.

Is everything all right?

Yes... well, no, that is... Peter had to go.

Oh. Well, I suppose I should have expected --

No. I mean he... had to *go.*

...itsy-bitsy spider went up the water-spout...

Got it.

There's some kind of trouble up the hill --

WHAMMM

WHAMMM

Well... just what I was looking for. A perfect cross-section of hostages and potential casualties. All we need now is a teamster with a truck and --

--and --

Tell me that... *you*... aren't really what you look like, are you?

I...

No. It's just wardrobe.

Good.

OoOfff!

Rick!

"Such a relief. I was afraid that entrance requirements in the hero community had hit an all-time low."

I don't know how far I've dug... how far I have to go... but I can't rest, can't stop now --

...uh-oh... end of my life-line...

Have to hope it got me close enough to the surface, or else --

No. Don't think about that part. Think about May. And MJ.

One last, deep breath.

And... *go.*

Can't breathe... can't stop... can't breathe... can't stop...

One last push. One last...

If this doesn't work... I love you, MJ. I love you, Aunt May.

Goodbye.

Go.

...go...

...god...

...lungs on fire... keep going... come on, damn you, Peter, keep going.

Push.

Push.

Damn you... don't you dare give up... not now... when they need you... *push! Come on, Peter! Push! Push!*

Push!

Hkkkkk... hhhkkkk...

Hey... you hear something?

Whoa!

Unnh! What the --

...dude...

Not today.

Not today...

Look, whoever you are, if you're smart you'll take a hike and get away while you still can.

While I still *can?* Are *you* threatening *me*... in *that?*

If you harm us, there's no way on earth you're getting out of here in one piece. The LAPD has a policy: they don't negotiate over hostages. No one will.

Well, now, let's not be hasty.

Look, I don't know what this is all about, but I'm sure we can come to a reasonable compromise. This studio has considerable influence with the city, and I'm a person of some importance myself, so you just tell me what you want and --

What I want?

I want a fast car out of here, no pursuit, and no interference from *any*one. But I know they won't take me seriously, no one ever does.

Until someone dies.

So I have to make them understand just how serious I am.

But to show I'm not completely heartless, I should pick someone... expendable. Someone who's already had a good, long life.

So, ma'am, let me ask you a question.

Have you put your affairs in order?

No! Aunt May!

I'm not afraid... I'm not afraid... I'm not afraid... I'm --

Leave that woman alone!

Thank God... Pe --

--ter?

I want *no* distractions! If you think for a *minute* you're going to get away with my technology, you're --

Otto?

May?

Otto...? Otto Octavius?

"Brad! Janet! Doctor Scott!"

You just don't know when to give up, do you?

Never!

--ungh!

All right... enough's enough.

Die, old man.

DIE!

Agh!

You're a fool, Octavius. You should have stayed away. There was room for two of us. But you had to press the issue. And now you have to learn the lesson every stubborn man learns sooner or later.

Whoever has the most advanced technology always wins in the end.

What the --

Thanks for pointing out the obvious.

But it only works if there's nobody else in town more advanced than you are.

Which would include pretty much anybody else shopping at the Sharper Image these days.

Is that--

Yes...But I... think you should stay under here for a while. It's...it's safer.

I catch MJ keeping Aunt May away, where she can't see what shape I'm in, and where she's safe.

Which is all I need to know.

Just got to hit and run, wear him out. For as strong as that suit is, it's still a normal man inside.

Hit and run and stay clear of those --

--arms--

OOF!

I think he cracked a rib.

Can't let that slow me down... can't.

...his shell...

What?

...I made a small crack... just behind...

...maybe you can still take him out.

You're helping *me?*

No... I'm hurting *him.*

Got to keep moving... if I get close I risk getting snared...those arms can rip me in two if they get a good grip.

Just got to hold on and try to find it.

And pray.

What're you --

I'm trying to decide what to call you. If he's Doctor Octopus, does that make you--

=uhhn=

Carlyle Calamari?

C'mon, where is it...where *is* it?

...where...

GOT IT!

Room's spinning...no time... no time to try and wrestle it free...just one chance--

PSSSSSHHHH

Just have to try...to gum up the works. Empty the whole thing. Let the webbing expand inside the suit.

Owf!

Have to hope it's enough... enough to--

Got you now, got--

What the--can't move--

No...

NO!

KRUMMP

Is it--

And he's--

Yep. It's okay, Aunt May. We're safe now.

I think he's fine.

Never thought I'd owe you one, Doc, and I know you did it just to save your own ass, but even so, I--

Damn.

Rick! Are you okay?

Yeah, I... I think so...

Here, let me help you.

So where's the brass--

--band...

This was a mistake. I should never have come.

I should never have come.

Peter--

I'm sorry.

Of course if you ***hadn't*** come, who knows what might have happened in there?

I know...and I'm just as glad ***he*** was here...but this is the ***me*** part of the discussion, MJ. I had no right. I just... wanted to see you. And apologize.

Look, Peter...I don't know what to tell you right now. The truth is, I still need to find out who I am, and where I fit in, not in terms of us, but like you said, just in terms of being who I am, being ***me***.

Your life, what you do...it's pretty overpowering stuff, Peter. After a while it took over everything I was. All I could do was wait and worry. I lived my life reacting to what you did with your life.

It was like...like everything I did on my own was just a distraction from the important stuff, and I can't be a distraction, I can't be a diversion.

I can't be second place, Peter. I just can't. You can understand that, can't you, Peter?

Yeah... I suppose I can.

But I'm still in love with you, MJ. I always will be. So what do I do about that?

Wait for me? Let me figure out what I need to figure out?

I know that's hard, because I can't make any promises, but--

I don't need any promises, MJ.

I'll wait for you as long as you need. Or until the stars turn cold and fall from the sky. Whichever comes first.

You've been awfully quiet, Aunt May.

Have I? Yes, I suppose I have been. I was just thinking--

Peter, I know that you're--

And Octavius... all this time, he was--

Right.

Doc Octopus, that's right.

Is there anything *you* want to tell me, Mary Jane?

No, Aunt May.

Good... good...that's very good, Mary Jane. Because I'm strong. I found out I'm a lot stronger than I ever thought I was.

But I'm not invulnerable. And I love you both more than I can say.

You just want the rest of my chocolate cake, don't you?

Just the parts with the frosting.

PUBLIC MENA
DAILY BUG
REWA
CHO

STAN LEE presents:

UNNATURAL ENEMIES

So let's run a summary of the week's work, shall we?

Saw MJ in California but didn't get her back.

Check.

Saw Doc Ock in California, beat the guy who stole his tech, but didn't get Ock himself.

Check.

While I was in California, I forgot to send my check to the telephone company and even though it's just a day late, they've cut off my long distance service.

Again.

YOUR NYT STATEMENT

NYT

Dear Mr. Parker, We regret to inform you,

Sincerely,

New York Tele

URGENT!

While I was in California, I also didn't get around to playing my usual seven numbers in the Lotto. Five bucks, seven numbers, always the same.

The one week I didn't play, my number came up.

Check.

$30 MILL. JACKPOT GOES UNCLAIMED

LOTTO 3134289

BIG WIN 61278

LLIONAIRES 717

3134289

Don't forget

I look at it all, I look for the common denominator, and I think I've figured out what the problem is.

The problem is California.

Which probably makes me the last guy in the country to finally figure *that* one out.

The only good thing to come out of it is the knowledge that I don't have to drop five bucks a week on the lottery anymore. I mean, what are the odds of hitting the right number *twice?*

Zero. Zip. Zilch. Nada.

Well, not technically zero, just mathematically insignificant.

I bet I could work out the odds in my head.

11:18

Just got to determine how many seven-number combinations there are, multiplied by the percentage of people who tend to play...

My toenails keep catching on the sheets. I probably should've clipped them before I came to bed.

I suppose I could get up and do it now.

11:35

No, I'll wait until I get up.

Still catching, though.

12:15

...hey-hey, we're the Monkees... people say we monkey around... but we're too busy singing... to put anybody down...

12:30

12:40

What was the name of that fat kid in sixth grade, the one who used to hit me and run away?

Billy Munroe. That's it.

I wonder whatever happened to him.

12:50

Maybe he's in the phone book. Maybe I can call him, ask him to coffee.

Kick the crap out of him.

1:15

...so you better get ready... we may be coming to your towwwwnnnn...

This is ridiculous. I've been laying here for two hours and I still can't get to slee--

--zzzzz zzzz --

"My apologies for forcing the issue, but I could not wait for you to fall asleep normally."

Who's there? I --

DON'T EVER FORGET TO WEAR CLEAN UNDERWEAR

PUMP KEN BOMBS

SHVARTZE KATZE

Ye olde VILLIANS Costume Shoppe

I HATE SPIDEY Specials

365 24-7

I'LL BE BACK

NEVER FORGET

NEVER FORGET

KRAVEN O[illegible]ATS

NEVER FORG[illegible]

GO B[illegible] LYNNE [illegible]OVERS

MR. [illegible]

"Just a moment. It took some effort to force sleep on you and ensure you would be able to sustain our conversation through vivid dreaming; I must now concentrate on materializing within your dreamscape."

There. Much better. My first lessons were in dreamwalking, you know; it's good sometimes to return to familiar paths.

Doc Strange? What're you doing here? I mean, if you're gonna show up in the middle of the night, the least you could do is bring in a couple chili dogs and a coke from Gray's Papaya --

I would have come in person, but vital matters elsewhere must take precedence. I came to give you a warning.

Oh.

But first --

What?

Have you noticed a breeze?

As seen in... oh, never mind, just take our word for it. Editor.

A breeze? I... uhm...

Crap!

Better?

Much.

Where did you find the costume?

Over there. The tiger had it.

Excellent. Now, I --

Wait a minute... I just realized... you saw me without my mask on!

Correct.

But --

It was not a face I recognized. It meant nothing to me.

Yeah, but --

I am a Sorcerer Supreme. If I so desired, I could cause your true name to appear above you in twelve foot tall neon letters.

Also your shoe size, social security number and inseam. But I have no interest in knowing any of those things.

Not even the inseam?

No.

Not even a little?

No.

Now, I know that humor is your way of dealing with things that worry or upset you, but my business here is serious, and we must --

--hmmm --

Obsessed?

NO.

Of course not.

Why do you ask?

When last we met, I dispatched you to the Astral Plane to deal with the one called Shade. At that time, I instructed you to stay on the path, that you were not to leave the path for any reason.

Listen, about that --

Did you leave the path?

Well, I --

Yeah. A little.

A little...

Do you consider *this* a *little*?

What you are, and what you will be. Depart this plane. ***Now.***

Who are you?

YEEEEOOOOOWWWW!

Okay, so maybe more than a little.

Thing is, it all worked out in the end.

So it may have seemed at the time. But there is a profound difference between ***seems to be*** and ***is.***

I remember the first time I went swimming in the ocean. My father explained that when we were in the city, or on the street in front of our home, the odds were small that we would be attacked by tigers. The ocean was full of unknown dangers gliding just beneath the surface, quick and unpredictable.

"When you enter the ocean, you enter the food chain."

Exactly.

When you went off the path, which kept you safe from prying eyes, you were noticed.

When you went off the path, you entered the food chain.

Whatever the source of your power, you are tied to the spider. It is your icon, your totem, the template for your identity. When you follow the spider, you inherit the ways of the spider. Its natural powers --

--and its natural enemies. They extend into the waking world just as their counterparts in the waking world have echoes in this place.

Yeah, but... what *is* it?

My time is done here... others are calling to me. I must go.

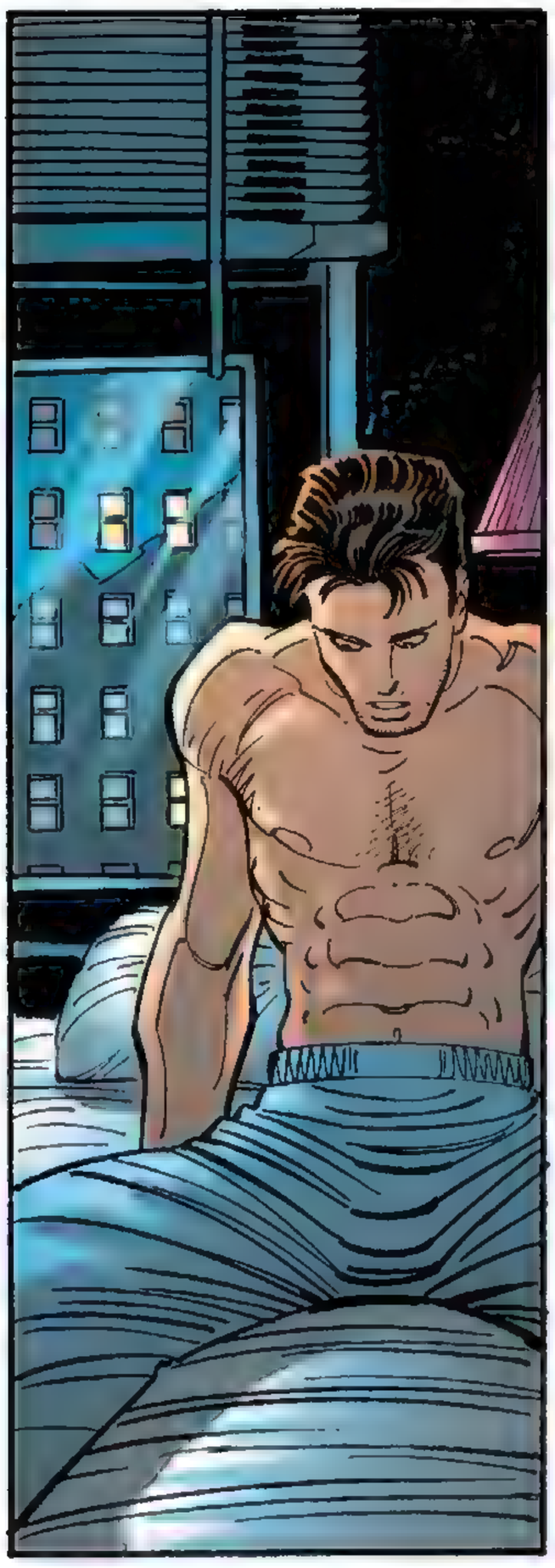
Waitaminnit...

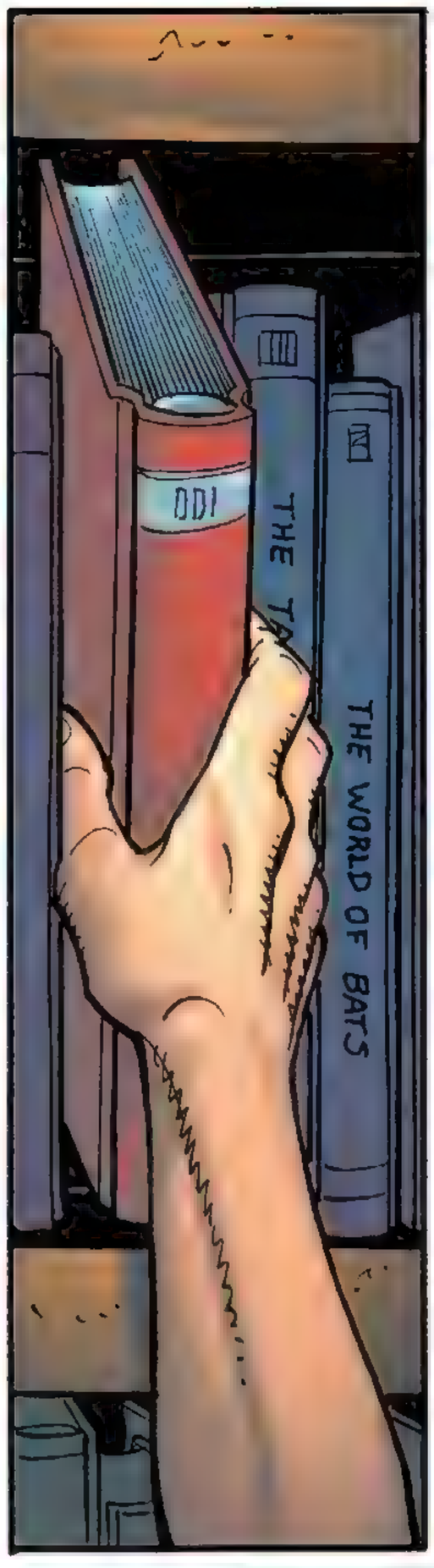
So that you will know this was not simply a dream... there is an etymology book on your third shelf. Look to page seventy-five.

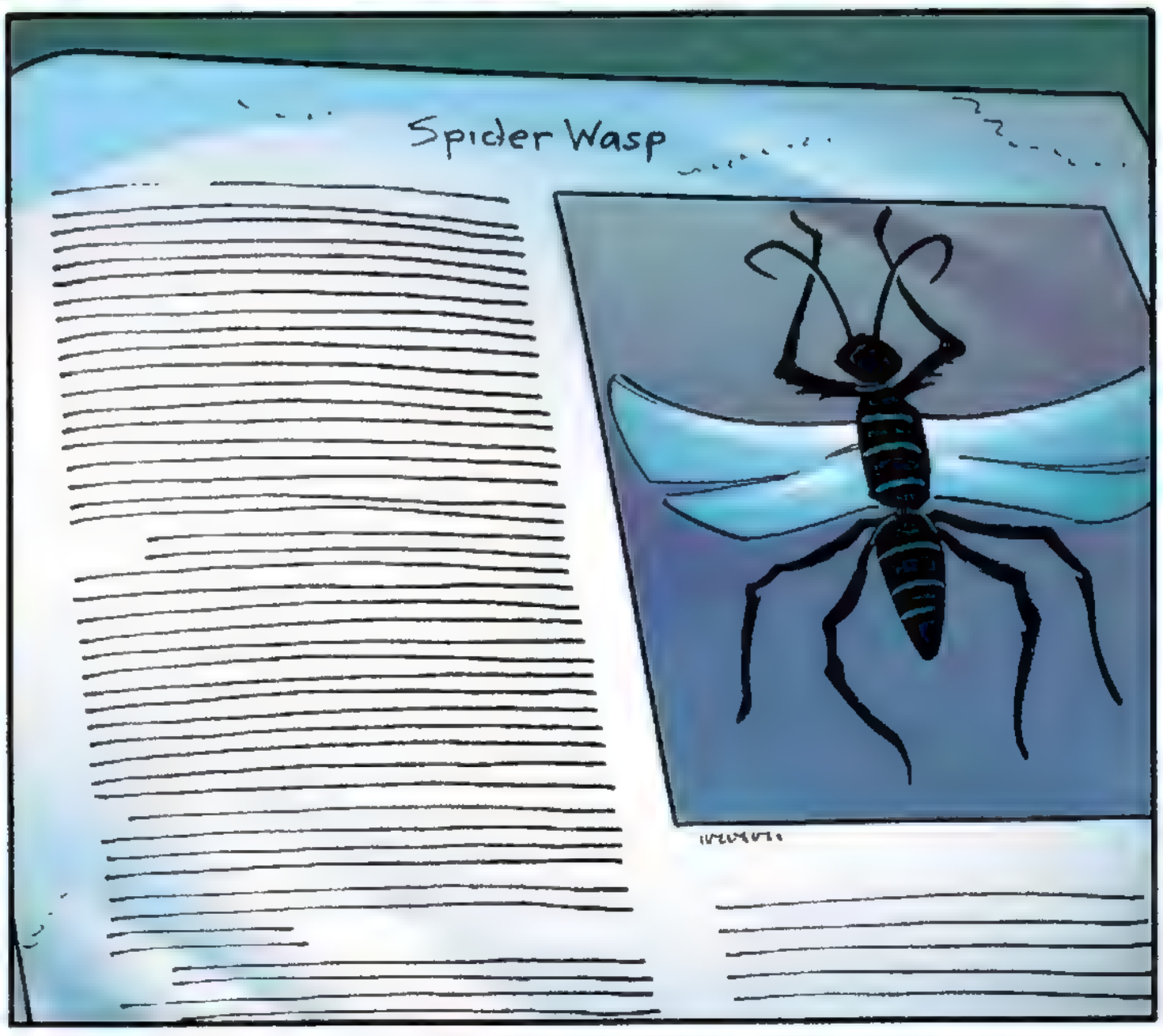
And then...?

Pray.

...pray...







The spider wasp is the most efficient spider-killer in the insect kingdom. Its sting quickly subdues its prey by paralyzing the spider's central nervous system. But it does not kill the spider all at once. The spider wasp carries its prey to its nest, or if the spider is too large to carry in flight, the wasp simply drags it to the nest. In order to make the spider easier to drag, some spider wasps bite off the spider's legs, often drinking the blood that leaks from the wounds. The spider wasp places a single spider in each nest, which is often constructed after catching the prey.

Hey, God? It's Peter again.

"Listen, not that I'm complaining or anything, but next incarnation, just for a change of pace, you think you could have me get bitten by a radioactive Jennifer Lopez?

"Just a thought."

EXCELL AUTO

Cans, bottles, plastic? Hmmm? Caaaans, Bottttles, plaaaastic?

Cans? Bottles? Plastic?

Cans? Bottles? Pla --

KA THOOM

...plastic...?

...ohjeez...

...ahh ...ahh... ahhhhh...

AAAAAHHH!

It's been three days since the dream, and I'm starting to think that's all it was, just a dream.

I mean, yeah, that page was pretty ominous, but I've gone through that book a hundred times.

It's altogether possible that my subconscious remembered the page number and the photo. I've had a lot of free-floating anxiety lately, and my imagination may have been looking for something to give form to that anxiety.

Listen to me, I'm starting to sound like a shrink. Say, now that's an idea. Peter Parker, Psychotherapist to Super-Arch-Villains.

"So, Doctor Doom, do you think that your name may have had something to do with your depressive personality, or did you have a --"

What the --

Okay, no fair trying to sneak up on --

--a guy...

Little one.

Little spider.

So far from home. So far from your mother.

Shathra smelled you on the other side. Followed the scent across the darkness.

Little one.

Little spider.

Look, I know why you're here, but there's no reason for us to fight. I don't buy into this whole *"natural enemies"* thing... people have choices, they have free will --

Shathra not people.

Okay, well, yeah, there is that --

Shathra not fight.

There, you see? It's --

To fight needs two of equal power.

With you, Shathra play. Until she is bored.

Then Shathra gives you to her children.

Sorry, not interested.

FWIP

I've got places to go, things to do, credit cards to overcharge --

No. Stay.

Whoa!

Okay, now --

--you're starting --

--to annoy me.

Look, I think I see the problem here. You're one big ball of instincts, and you have to follow them. I get that. But that doesn't mean we have to --

Talks too much.

Aggh!

Damn... she's fast. I barely saw that coming in time to move. Would've lost the whole shoulder.

Okay, I tried. But if that's the way you want it --

--you *got* it.

All my life, I've had a thing about hitting women. I won't do it. Even with a baddie. Unless I'm totally up against the wall.

Then as she moves again, impossibly fast, I remind myself that she's *not* human... and that unless I end this fast and hard, against the wall is exactly where I'll end up.

You know what your problem is? I wear a spider costume because it's a nod to where the power came from.

It's a role. But there's a difference between wearing the colors and *playing* the part --

WHAM

ZZSHHAAA--

--and letting yourself get *buried* in the part.

I decide to make tracks while I can. I don't know if she can really track me the way she says --

--but it's worth testing the hypothesis, just in case.

...play...

I head uptown, into the noise and the traffic. Buying time. I've been at this long enough to know that going toe-to-toe against someone you've just met is stupid, unless there are lives at stake.

Then it's still stupid, but necessary.

Need to get a sense of what her abilities are, how fast she can --

Oh. *That* fast.

Nuts.

Whoof--

ARNIE AT DEATH

Look! It's a bird!

It's a plane!

It's --

Move it, ya freaks, the light ain't gettin' any greener!

SIRICO'S PIZZA

KER RASSSH

Oh, man, that one hurt... this is such a --

Come *on*... could *some*one cut me just a *little* slack here?

Yeah, fine, up yours too, buddy.

On the other hand, maybe it's a good thing --

--because *now* I'm pissed.

KRACCK

Okay, you want this, let's do it. But we'll do it *my* way.

Welcome to the subway system. Welcome to New York. Welcome to *my* town.

Hey! Yo! You gotta pay!

Sorry, all my change is in my other pair of pants.

Coming through!

Made it! Now if only she --

Perfect.

Little spider thought it could hide. But Shathra sees it, Shathra knows it, knows *all* about it, because she can *smell* it, she can --

Hey, Shathra --

BRAAAAPPP

NJ JETS

It should be a moment to relax. To celebrate. Except --

--before the car hit, she was smiling. And I heard her say, just loud enough for me to hear it --

"...she can smell... Parker..."

T3

I get off two stops down. I could ride it to the end of the line, put that much more distance between us, but I don't know if it'll make much difference.

Metrocard Vending Machines

1 2 3 4 st. station Downtown A D F

Not if she can find me any time she wants.

Not if she knows.

I head back to the apartment, but I stay in costume for hours, waiting.

I'm still waiting when the sun comes up, and I know I have to go to school, tired or not.

I'm under no illusions that the subway car would've done anything more than slow her down. But if that's so... then where is she?

Is this a stand-up fight? Or is she playing cat and mouse?

And what is she going to do now that she knows? Doc Strange said he could use sorcery to pull out my real name... she's from the other side, maybe that's how she got it.

Damn, I'm tired.

Why can't things be simple anymore? Why does everything have to get harder? I was just minding my own business, I wasn't bothering anybody, just like --

--just like when I met you guys.

Uncle Ben told me that with great power comes great responsibility.

But what comes with great responsibility?

Other than the need for the world's longest nap right about now.

She's the wasp to my spider. But am I really a spider? I know I've got the wardrobe, I've got the look, I've got the powers --

But am I *really* one of you?

And is that really such a swell thing, to be a spider? Because nobody even *likes* spiders.

Well, sure, there was Renfield, but he doesn't count.

I always took that part of my life for granted, 'cause it was a cool style, a look guaranteed to strike terror into crooks, because they are a cowardly and --

--whatever --

Point is, I never went too deep into the whole spider thing.

Never went much further than the name. But lately the spider part of me seems to be drawing a lot of attention from outside forces. Ezekiel. Morlun. Now Shathra.

I think.. that I need to do some more thinking.

So if you're listening, "Mom," you've got some serious explaining to do here!

SLAMM

I just wish I knew what she was up to, right now. Because I don't think I'm going to like it much.

New kind of play now... new kind of play...

I'm sorry, what did you say your name was again?

Sha -- that is, Sharon.

And you say you know Spider-Man?

Yes.

We were lovers.

He has many strange sexual habits.

Would you like me to tell you all about it for your newspaper?

STAN LEE presents:

The Life & Death of Spiders

Okay, Joey, time's up.

PS 108

How's it look?

It's turning green. Is it supposed to turn green?

Not enough tannic acid.

Right.

You sure you don't mind staying late to help me with my science project, Mr. Parker?

No, of course not. Why do you ask?

Well, it's just... you keep looking out the window like you're expecting somebody.

No... no, I'm not expecting anyone, Joey. You have my full and complete attention.

Where is she? I know Shathra's out there. If she knows who I am then it's almost certain that she knows where to find me.

She's waiting. Why?

She followed me all the way from the Astral Plane, where she picked up my scent and came after me, the wasp to my spider, natural enemies. I can't believe she'd stop now, not after we went toe-to-toe across town.

I've met some bad-news guys in my time, but everything in me, every spider-sense I've got, was screaming that this one's bad straight through.

Malicious. Mean. Spiteful. Twisted. I think she enjoys doing this, enjoys tearing her prey apart.

One way or another.

Had to come to class, because I can't turn my back on the kids like Joey, so much like me at that age. But I've been looking over my shoulder every two minutes.

Waiting. Because no way is this over yet.

So?

It's amber now.

Then the solution is officially a stable medium. Congratulations.

Yaaaayyy! I got a stable medium!

Which, let me tell you, in an age of psychic hotlines, isn't easy.

So you're sure you turned off the Bunsen burners?

Totally.

Because if the school burns down, they're almost certainly going to take it out of my paycheck.

You can handle it.

Okay, I'm going back --

No, really, it's off.

Anyway, I gotta go or my mom'll have a cat. Thanks again, Mr. Parker.

It's okay, Joey. You have a lot of potential. I want to make sure that potential has the chance to be realized.

See you in class Monday.

When I was in high school, I was just like him, the odd man out. If my teachers hadn't taken the time to see something of value in me, and encourage me in science and photography, who knows where I would've ended up. It's such a pivotal time.

I just hope I can do the same.

Hey, Parker, you still here?

Yeah, Kyle, just helping one of my students with a chemistry experiment.

Well, it must've gone okay since the school didn't blow up.

FACULTY LOUNGE

Some of us are putting together a field trip to the Museum of Natural History next month, you want in, Peter?

Sure.

--so when did the two of you first get together?

It was two, almost three years ago that I became Spider-Man's lover.

What?!

Didn't you hear? She's been on the *TV* all day, talking about how she and Spider-Man have been an item. The story just got picked up by *CNN.*

LIVE

FOX NEWS

He has... well, I suppose the term would be an insatiable appetite for sex.

But that's often the case with men who are trying to compensate for something.

It's her. I can feel it. I can hear it in her voice.

Not Sharon. Shathra.

Where I became disillusioned, and when I decided to go public, was when I realized that so many of his so-called battles were staged for publicity, and that he was receiving kickbacks from some of the companies whose buildings were damaged during his fights.

LIVE

Sharon Keller: Caught In A Web Of Love

FOX NEWS

FOXFACT: SPIDERMAN IS WANTED BY NYPD

LIVE
SHARON KELLER
FOX NEWS
IN LADEN SPOTTED IN PARIS
He'd make it look bad, and the owners would put in for far more damage than the fight really caused, in exchange for a percentage of the insurance settlement.
He used to spend the money like it was water. We'd go to clubs and... well, as I said, he always was... what's the word?
Kinky.
God... God... GodGodGodGod...
I think I'm going to be sick.
So what else can you tell us about Spider-Man?
DAILY
TYCO CHR
Oh, well, where do I start? He talked a lot about the people he worked with sometimes --
--how they were freaks even by his standards. He used to laugh at them all the time behind their backs.
I don't believe it. Not one word of it.
The price of celebrity.
It's a very different sort of world, I can tell you that much. I don't know how his wife puts up with it.
He has a wife?
FOX NEWS
HT IN A WEB OF LOVE
THER
FOUND IN THE WE
DOW IND
Well, sure, of course he has a wife.
BRRRRPPP
BRRRRPPP

Don't they all?

LI

Pick up the phone, MJ... pick up the phone...

I guess right now the question on everyone's mind is... why are you coming forward now? And why should anyone believe your claims?

Well, on the first question, I guess the most honest answer is... I just got tired of the hypocrisy.

LIV

I got tired of someone pretending to be something he's not: a decent, honorable guy. The people who think he's some kind of hero need to hear the other side.

And isn't there always another side? Isn't that what the news has taught us about everyone... politicians, clergy, teachers... everyone?

See? It's what I've been telling you for years. Someone find this woman fast, I don't want us to drag our feet on this one.

As for why you should believe me, well, if anything I'm saying is a lie, let him just come out and say so. He can say what he has to say...

LIVE

FOX NEWS

FACT: SPIDERS CAN LIFT 20X THEIR OWN WEIGHT

AND MISSING AT WTC - 2081 - NEVER

DOW △301

...and I'll say what I have to say about him. Who he is, the kind of person he is. But he won't. And you want to know why he won't?

IVE

Because I'm telling the truth.

CLICK

MJ?

--hkkkhhh--

MJ? MJ, it's me --

God, Peter...

Listen to me --

I just want to know one thing, Peter. Is it true?

Is it?

No... no, it's not, MJ. I swear.

Then why aren't you out there? Why are you letting her say these terrible things? Why don't you stop her?

I can't, MJ, I --

She knows who I am.

Peter... how does this woman know who you are?

I... it's a long story. Look, I can't talk right now --

Then why did you --

Because you have to know --

--that it's not true. And I'm going to take care of it. One way or another. But it's not true, MJ.

I swear it. I swear it. I --

CLICK

You know, they just don't make things to last anymore...

So we'll definitely be following this story as it develops.

LIVE

FOX NEWS

WEB OF LOVE

NEW - 2801 DEAD OR MISSING AT WTC

DOW ▲ 340

That we will, Susi. Looks like another role model, for some at least, bites the dust.

In other news --

--a couple in Vancouver, British Columbia claim to have bred the world's first singing cat.

Our correspondent reports --

SHRKTT

I've been away too long.

It's started.

I'm so angry I can't even see. I web my way across the city on instinct and rage.

I know where the studio is. I know where she is.

I try to form a coherent thought. I can't.

So I say the hell with it and give it over to the rage.

Let it burn.

Let it burn.

She's going down.

So what can you tell us about Spider-Man that the general public doesn't know?

You mean like who he is?

That would be a start.

Well, I suppose I *could,* but it's a little early in the game for that, don't you think?

Do you consider this a game?

Isn't everything? Not that it really means anything to me one way or another.

So you're prepared to tell us the name of the man behind the mask?

Prepared? Oh, I'm prepared for anything and everything. You have to be. Though I don't know about the *"man behind the mask."* I mean, he's really more insect than man.

He just doesn't realize it yet.

But he's about to.

I don't under --

CRA SH

That's enough!

Aaaaahhh!

My reputation is one of the only things in the world that *means* anything to me. You can't beat me so you try to hurt me another way.

Security!

I won't have it. Tell them it's a lie. Tell them you're a sick, twisted, perverse --

Back away!

Ooff!

Tell them.

Tell... them!

Damn you, *tell them the truth!*

FOX BREAKING NEWS

Tell them the truth? Sure.

I'd be happy to.

Pet --

Stop it!

...ohmygod...

10:55

To our viewers... you have just seen a man out of control... a super-powered man, a so-called hero, striking an unarmed, defenseless woman, a --

FOX BREAKING NEWS

--a... er... ummm...

Oh my...

Little man.

Little spider.

Not ready to play before. Not fun to fight before.

Little man. Little spider.

Now he is ready to play.

She hits me. Hard.

I don't even feel it.

All I want is to rip her limbs off and beat her with them.

Ummm... we'll be right back... after these words from our sponsor.

I hit her with everything I've got. I'm not holding back anymore.

She did worse than hit me. She hurt me in the deepest part of myself. My self-respect. My heart.

Listening to her, I wanted to be sick. Or take a bath.

Now as the rage fills me so that I'm half blind with fury, I want only one thing.

I want to kill her. For the first time in my life, I want to kill something. Because that's what she is. A thing. Inhuman. Monstrous.

I want to grind her bones to powder with my bare hands. Fighting on sheer instinct. Not thinking, just fighting.

And it feels good. It feels --

Aaaaghhh!

Shush -- don't let him hear you!

Aaaaahhhh! Monster! Monster, Mommy, monster!

What's he pointing at me for? I'm not the monster, I --

...ohmygod... what have I done? What was I thinking?

I wasn't thinking. I was acting on instinct. It's as if I --

Little man gone.

Only spider now.

Shathra sent the man away.

Now Shathra and little spider are just what they are, and nothing they are not.

Now little spider is ripe.

She wanted me angry. She wanted me to lose control. Wanted me to be like her.

Spider to her wasp.

Natural enemies.

Pure and unambiguous.

Because what mother feeds impure food to her children?

I'm still running on instinct; have to get out of here, clear my head.

Worry about cleaning up the mess later, when I --

Hssssss--

Aaaaahhhh!

Damn it... feeling when I should have been thinking... back's on fire, spreading --

Every nerve on fire... some kind of stinger with a paralyzing agent... come on, Peter, keep moving.

Got to get out of here... she's closing... enjoying the hunt...

Hey, watch it, where d'ya think you're --

SHUNK

SHUNK

Drive.

Wh... where?

Anywhere.

Okay, uptown it is.

Spider running. Come play, little spider. Come and --

--play.

Hey, you know, I had that other guy in my cab the other day, whathisname, Ben something-or-other, you know --

The Thing.

Feeling sick. Don't throw up, don't throw up --

Most heroes, I gotta tell you, they're lousy tippers, you know? Think they're doing you a favor, saving you from that Magnet-guy, or that real nutcase, Galactaid, whatever the hell his name is --

--can't control my hands, can't get my mask off... if I throw up in my mask I drown --

I mean, sure, it's great for them, it's a job, right? But for a working stiff just pulling down a few bucks hacking a cab, it don't mean much if you're a crummy tipper, am I right?

Reed Richards, nice guy, good tipper, twenty percent, every time. All the guys love him.

We call him Stretch. Funny, right? *Stretch,* get it?

Worst tipper ever, this guy got into my cab years ago, all covered in water, wings on his feet if you can believe that. Tried to pay me in seashells. A real nut, y'know?

I think he was maybe a foreigner, not from around here, so maybe that's it, people got funny ways, y'know?

Let me out... have to get out --

Here? Sure thing, chief. Just let me pull over. Cops in this part of town'll give you a ticket for blinking funny --

No... have to get out... *now!*

Hey! That's five-fifty! *Hey!*

Muscles are freezing up... from the paralyzing sting... if I don't keep moving they'll lock up.

Hey, you see that!? Spider-guy over there stiffed me on a fare!

You're freakin' kidding!

Do I freakin' look like I'm freakin' kidding?

Okay, Okay --

"--I believe you. Fits though, y'know? I was watching TV and they were saying he's kinda weird..."

As I try to keep moving, I remember a documentary I once saw in high school on insects. How every insect feeds on every other insect.

I remember watching a spider-wasp sting a spider, and follow it until the paralysis stopped it dead in its tracks. And I thought how awful, knowing you were dead, but you weren't dead yet.

I told myself it's just the way it is in the insect kingdom. Everything feeds on everything else. It's just nature's way.

I don't want to die. Not like this.

Not like an insect. Trapped. Waiting to die.

STORAGE

--and the hat guy says to the kangaroo, *"We don't serve food here! This is a hat store! Can't you read?"*

And the kangaroo says, *"Listen, if I could read, I would've asked for a menu!"*

--snicker! --

Head's getting fuzzy from the sting. I think about people joking while insects die all around them, not even aware of the war going on under their feet, in the walls.

My fingers are numb. I can't feel my face anymore.

I keep crawling on instinct.

Insect instinct.

Can't keep my eyes open. Can't crawl any further. Just want to sleep. I feel myself letting go of my body.

End of the road. End of the web. End of the --

DECEMBER IS ARACHNA-MANIA MONTH!

THE MUSEUM OF NATURAL HISTORY PRESENTS:

THE LIFE AND DEATH OF SPIDERS!

DECEMBER IS ARACHNA-MANIA MONTH!

THE MUSEUM OF NATURAL HISTORY PRESENTS:

THE LIFE AND DEATH OF SPIDERS!

--so that even though spiders, in the main, tend to nest in colonies, they remain independent in their hunting techniques.

There are some places in South and Central America where the spider colonies are so thick that the webs hang like curtains, one on top of the other, as far as the eye can see.

But unlike bees or wasps, where if you attack one the whole colony will come after you in revenge, if a spider falls, he falls alone.

Now, if you'll all come this way, we'll stop at the cafeteria so that teacher can get something with sugar and caffeine --

There's somebody *in* there.

Yes, of course there is.

But --

We don't have all day, now come along.

No, really, there is. How come nobody ever believes me...

I've found him.

Get the helicopter ready.

Let me tell you about the first Spider-Man...

A SPIDER'S TALE

His name was Kwaku Anansi, and centuries ago he lived in the West African country now called Ghana.

They said he sometimes looked like a wise old man.

Other times, they said, he looked more like a spider, and traveled across Africa on strong web strings. Learning the ways of distant people.

Soon he had seen all there was to see, had traveled the land from shore to shore, and climbed and webbed his way to the highest point. But he yearned to see more, to learn more, to see past the horizon, to the world beyond the one he knew.

So he resolved to climb beyond where any had gone before, into the sky itself, where Nyame, the sky-god, lived, because Nyame was the keeper of all the stories of the world, past, present, and future.

He climbed higher than any man had climbed before.

He climbed for longer than there are words to describe it.

He climbed until he disappeared, passing beyond the edge of the mortal world.

When he reached the end of his journey, Anansi asked the sky-god for his stories and his wisdom of the mortal world and the world beyond. And Nyame said --

My stories and my wisdom come with a fearful cost, little spider. What price are you prepared to pay?

And Anansi said --

There is no price too high, no price I will not pay.

Will you serve my cause throughout time?

I will.

Will you capture with your web those I ask you to capture?

I will.

Will you turn your face only toward me, forsaking all those you knew before?

And Anansi hesitated...

I cannot abandon those who turned to me in need, those I love, those I revere.

And Nyame said --

The price is sufficient.

Enter then into my secrets, and know my stories.

And with that, Anansi passed forever from the eyes of the waking world.

But his knowledge was passed to his children, who spun his story, and the stories he learned from the sky-god, into webs of their own.

From that day until this, the webs of spiders tell stories learned from Nyame, stories of the world we know and the world beyond, stories of what is, what was, and what is yet to be.

The stories are all around us, for those who know how to read them.

While Anansi, who was both spider and man, became ever more the spider in his service to the sky-god, both father and mother to the spiders of the world. Where they walk, he walks, and through their eyes, he sees the world he left behind.

So there is little he does not see.

And less still that happens by accident.

For while the spider's gifts can be stolen, borrowed, or impersonated --

--only once were they given freely. In the intersection between science and the spider.

Science allowed it to happen. But science is new, and the spider is old.

The science was random.

The placement, in a room filled with possibilities, deliberate.

There is no contradiction. You are a child of the spider and a child of science.

You are the product of neutrons and photons, of the dance of DNA and radiation, intertwining and exchanging information and intentions.

But your voice is the voice of the spider, a voice that is older than humankind itself --

--and to acknowledge the one is to acknowledge the other.

...Ezekiel... I was right...

...you're alive...

And so are you. But just barely. You're lucky. Toward the end, you were operating on sheer instinct, and that brought you to the spider exhibit. She lost your scent among so many other spiders.

What did she hit me with?

You were stung with a paralyzing agent. It was meant to immobilize you, not kill you. At least, not at first. A second sting, however, would have been enough to paralyze your lungs, leading to suffocation and --

Okay, thanks, I think that covers it...

I should get going... she's still out there, she'll be coming for me --

You can't be sure of that.

Not for a while.

Yes, I can. I took the liberty of... moving you.

Moving me? Where did you --

No --

--freaking --

--way.

Welcome to Ghana, Peter.

Amazing what a corporate jet, five lobbyists, and a couple of government contracts can do these days, isn't it?

Don't worry, they don't recognize the costume --

Uniform.

--and they sure as hell wouldn't recognize you. They're members of the Ashanti tribe, who first told the story of Kwaku Anansi, and their loyalties are to that history.

Then it wasn't a dream...

Hell, no. I just got bored sitting around waiting for you to wake up. Had to entertain myself somehow. And if you remembered any of it, all the better.

I bought this patch of land about nine, ten years ago, when I first began tracking down the ruins.

What ruins?

Hi, how you doing? They sure are friendly here.

They're waving goodbye. Very few who come to the ruins survive the experience.

You couldn't have left that part out? I was actually feeling a bit better.

So like I said... what ruins?

An archaeologist friend tipped me off to them after he found the first one in Central America. The same exact iconograpy appears in all six, and they all tell the story of Kwaku Anansi, though sometimes the names vary.

Take a look... and tell me it doesn't take your breath away.

...whoa.

What was that?

Thank you, Keanu Reeves.

Skip it.

This is a place of power. It can serve you.

"As the first one we found in Central America served me, once, a long time ago."

Look, this is great and all, and I'm glad you saved my life, don't misunderstand me...

But I still don't entirely buy the idea that there's some kind of connection between what happened to me and... all this.

Let me get this straight. You run around with Thunder Gods, Sorcerers Supreme, aliens, ghosts, demons, guys who turned to sand and immortals with cosmic powers... and you don't believe in *this?*

Okay, point taken, but --

Even if you don't believe it had anything to do with the incident that gave you your abilities, there *is* a power to this place, and to this story. It's there for the taking.

Consider it like having an eccentric uncle who visits from time to time and gives you a quarter each time. Maybe he's nuts, but that doesn't mean you can't spend the money.

Okay, so this place can protect me from Shathra?

Not exactly.

Will it make it harder for her to find me?

"Not exactly. If anything your presence here is bringing her to you faster than she could find you on her own."

So it won't protect me from the one who's trying to kill me, and actually makes it easier for her to find me.

Check.

Any way I can get a cab this far out of town?

I don't deny it will bring her here quickly, Peter. She is very likely almost here.

"The difference is, she will arrive... worried."

Because in this place, you are not alone. In this place, you are more purely what you are.

The spider to her wasp. But not irrational, the way she wanted you when she called you out to fight.

Focused. Primal. Deadly.

Be the spider. But be smart about it.

She's coming.

Swell.

Stand your ground. Feel the strength of this place. Feel the age of it. You are part of something greater than yourself.

Let the part of you that is greater and stronger and wiser than her defeat the part of her that is like every other creature in the world.

The part that is afraid of spiders.

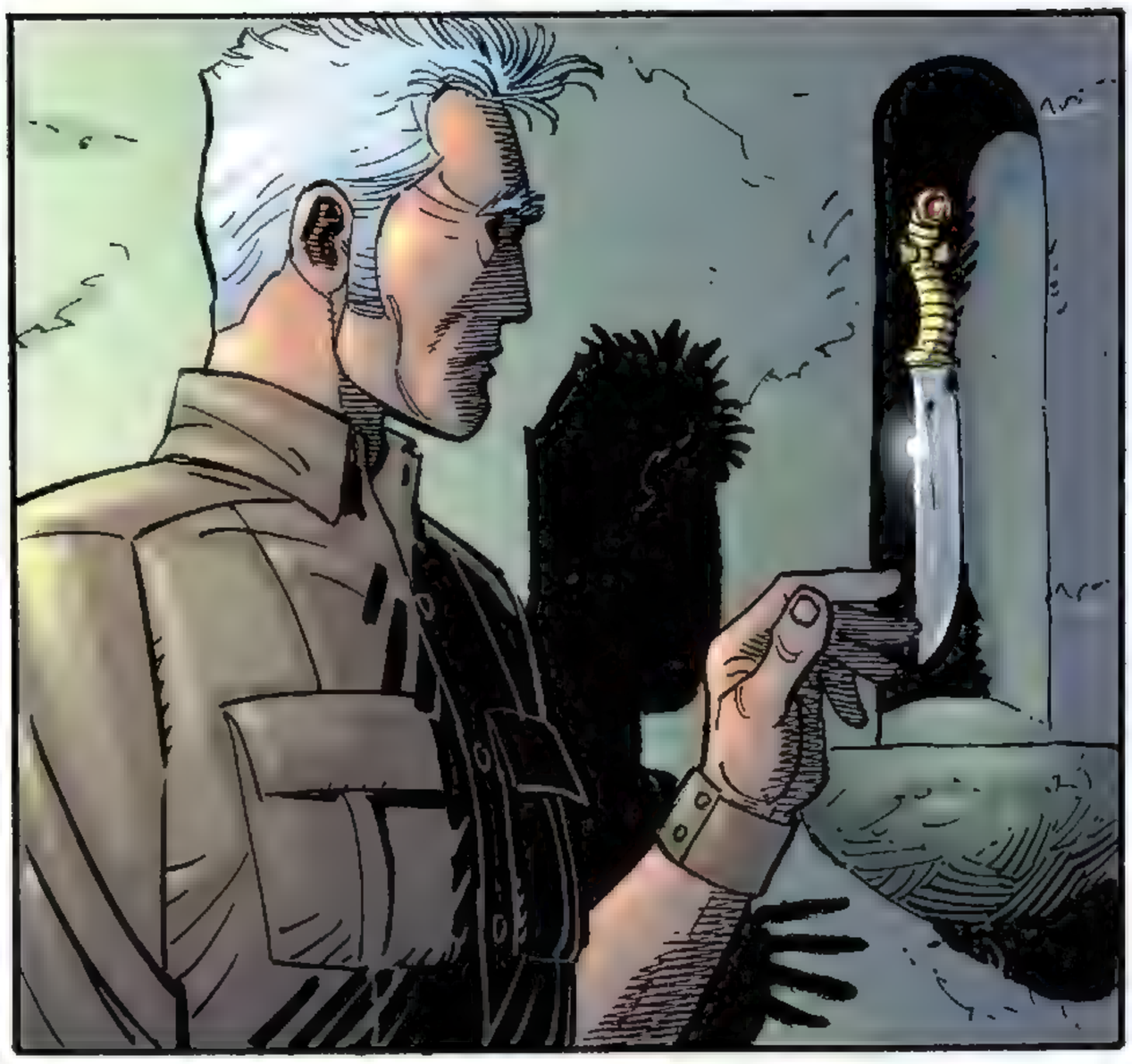
Yeah? And where are you going to be during all this?

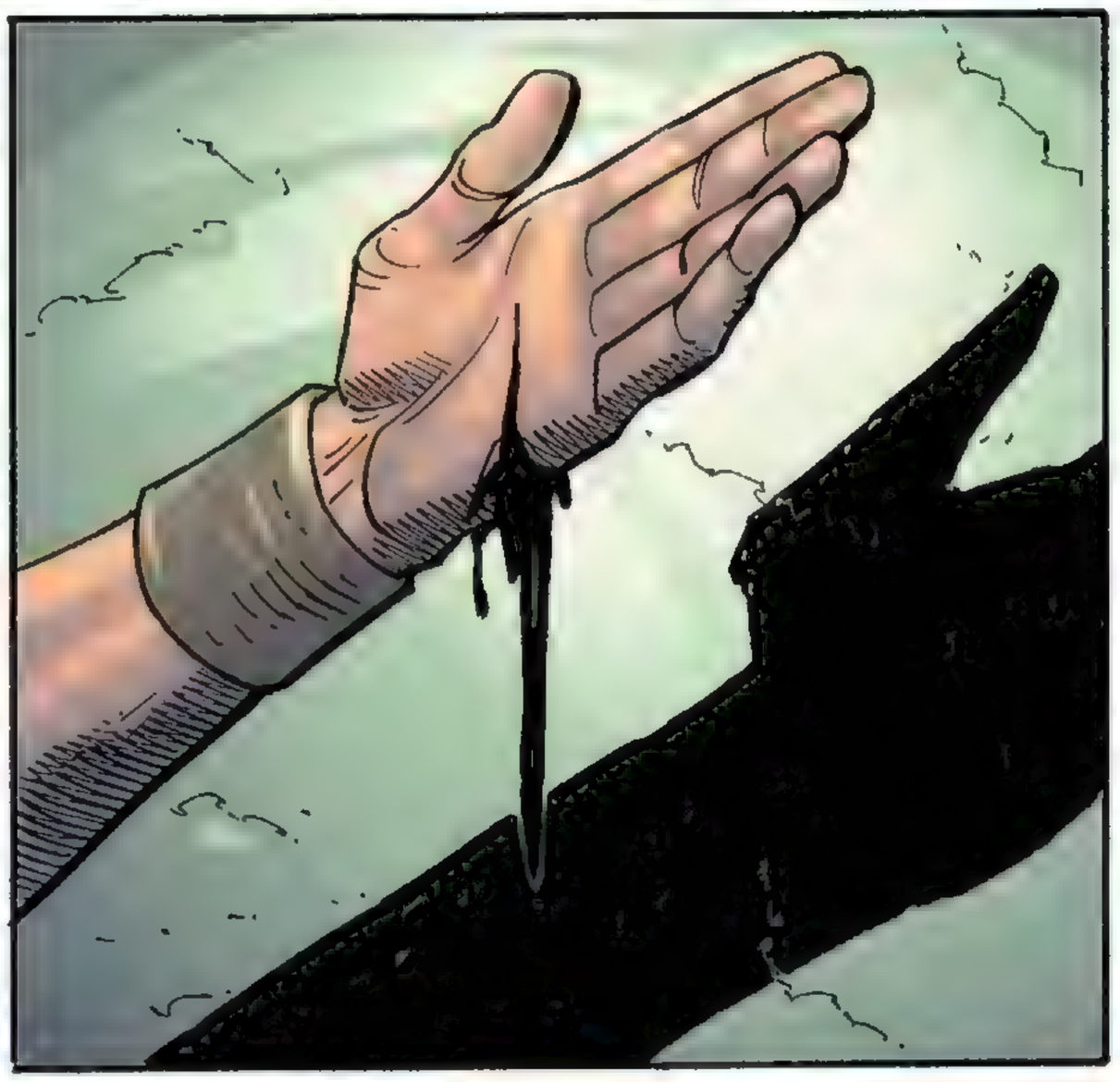
In a place where you cannot go.

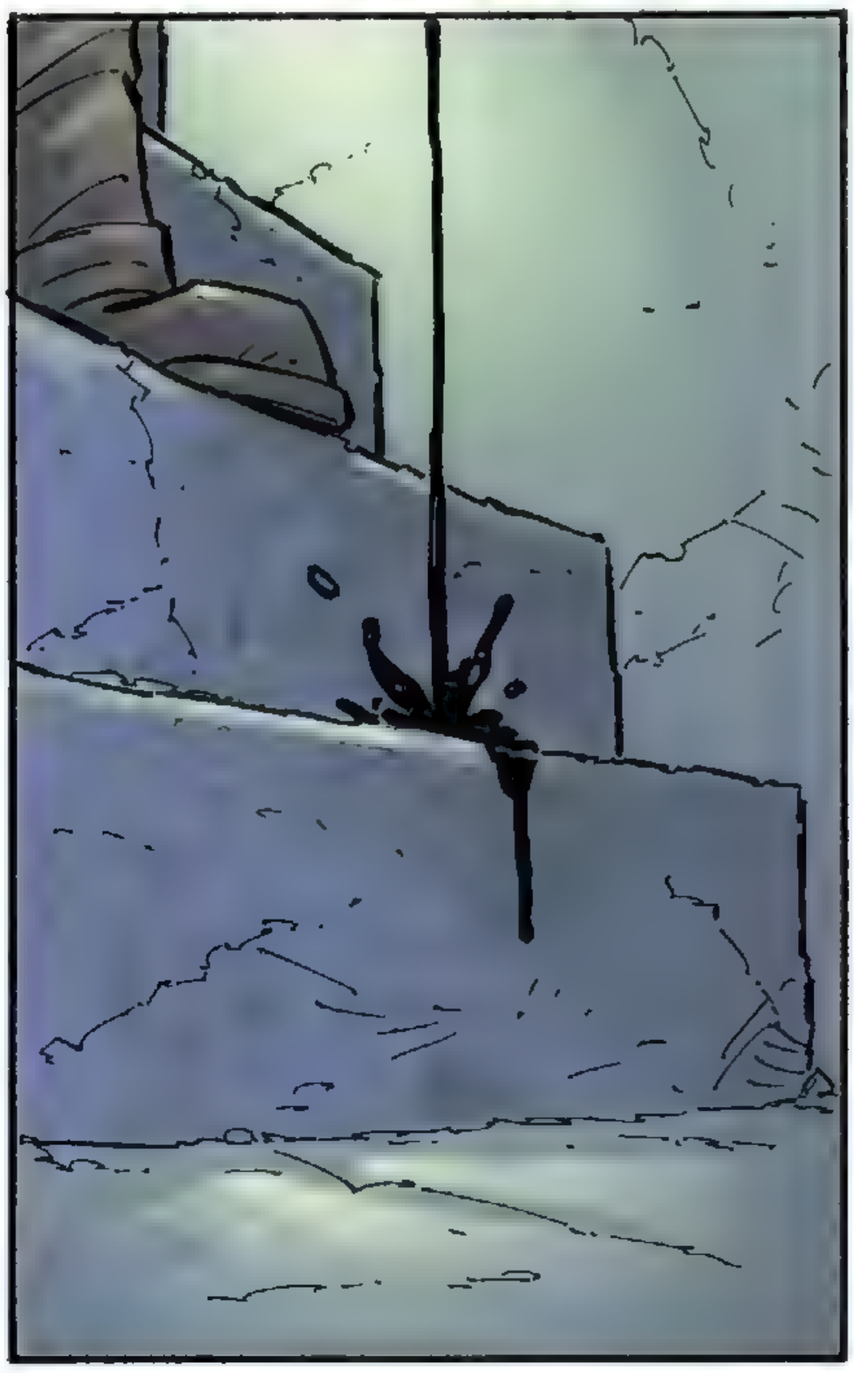
Good luck.

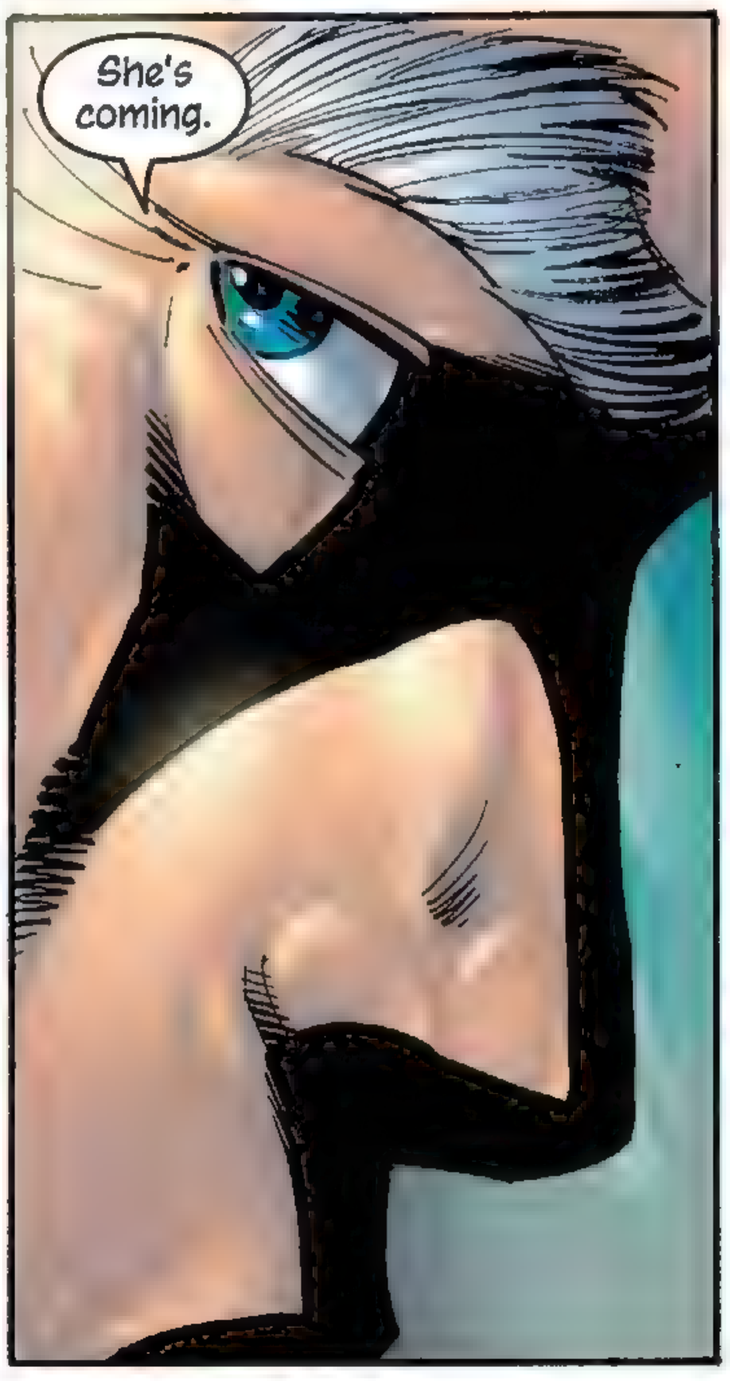
Thanks bunches.

Never a Schwarzenegger around when you need one...








She's coming.

She's coming.

I can feel her.

Stand your ground, he said.

I fight the urge to run.

Instead, I find myself becoming calm, the calm of knowing that in the insect kingdom, you don't pick your fights. You don't just decide not to fight. When the predator comes knocking at your hidey-hole, you come out fighting.

Little spider...

Or you die.

Time to die now.

And I decide that if I have to live like a spider or die like a man --

Then I'll be the spider I always knew was there.

Once and for all.

Come what may.

Normally I'd be making wisecracks right now.

But I don't.

I remember the grief she caused not just me, but MJ.

I remember the pain in her voice, the injustice of what was done, the inhumanity.

She struck out at the man to bring out the spider.

Be careful what you wish for.

Have to stay focused. Stay in the moment.

Stay the spider.

Zzshhhaaa!

No words.

No hesitation.

Just the knowledge that one of us isn't walking away from this.

Little spider... little man... does not understand...

Shathra does not tire, does not stop. Shathra can play with the spider forever.

But sooner or later, the man in the spider has to sleep.

Then Shathra will take the spider. Take the man. Take everyone and everything he has ever loved.

We are natural enemies.

I will never go away.

Will the spider play... until death?

Yes.

You said one of us would not walk out of here. Did you mean it, Peter?

To protect MJ and May, are you ready to go all the way? No matter what? Even if it means killing it?

Her?

God help me, but I am. I am.

God help me... god help me...

Na... na...

Aaahh...

!!!AAHHH!

...krrrr?

!!!!AAAHHH!

Yaaaaa... stop... stopppp!

I was ready to --

I know.

I didn't finish it.

Yes, you did. You did what had to be done. Your blood called to her, brought her here. You built the trap. Spun the web. Stunned and weakened her. The rest --

--belongs to the spider.

No... no... please, mercy --

And spiders don't understand mercy.

AAAAYYYYYIIIIIII!

What's down there, Ezekiel?

You don't want to --

I need to know if she's going to come after me again. What's down there?

The food chain goes both ways, you know.

You got a problem with that?

No.

She's not human. Not really alive. I keep telling it to myself, over and over. In the hope that one day I'll believe it.

And the knowledge that I probably never will.

I don't know which is better, and which is worse. Which is me --

--and which is the spider.

"So it's been quite a news day for everyone, Beth."

It sure has been. As our viewers know, the news media was the victim of a hoax concerning the individual known as Spider-Man.

FOX NEWS

Apparently the information given about his reputation was far from credible, as demonstrated by these before and after pictures of the source in question.

It's always hard to do a story when you're not sure who, or what, you're really talking to, isn't it, Beth?

It sure is, Dave.

And of course it's pretty much impossible to sue for libel because Spider-Man would have to go into court to prove who he is, and that he suffered damages, and well, that's not exactly going to happen.

So everybody catches a break and everybody wins in the end.

You bet. Now, on to the weather --

--as local LA viewers have noticed by now it's starting to come down pretty vigorously out there.

Yes, hello, I'd like to order a cab.

Where to?

One thing's for certain, Beth --

The airport, please.

AA

LOS ANGELES TO JFK AIRPORT, NEW YORK

MARYJANE PARKER

DAY OF ISSUE

ITINERARY

AA

TERM 9

--there's one heck of a storm coming.

MARY JANE PARKER

FIRST CLASS

AMAZING SPIDER-MAN #49

Okay, I know you don't want to hear this but pay attention, *deal* with it, because this is important.

I know you're scientifically inclined, and I know you don't want to believe that your powers are in any way totemistic in nature or orgin. I get that.

But the paranormal or the unexplained is in every aspect of life. Church, physics, metaphysics, crop circles, Thunder Gods, Sorcerers Supreme, out of body experiences, extra-dimensional travel, the soul, art, music, Gaia, big green -- sometimes gray -- guys who should've died in gamma bomb bursts but just got real strong instead.

You can't isolate yourself from the whole world, and say none of it has anything to do with you just because that's the way you want it.

Maybe the spider that bit you was intended for you and you alone, maybe it was sent, maybe it was operating in a larger context. That's a connection going in to something more, something bigger.

Maybe the spider had nothing behind it at all, no meaning, no intent, no context, it just webbed its way into the wrong place at the wrong time. But that scientific event tapped into ideas and constructs and racial memories and powers that were here long before science showed up.

The Ashanti have stories of a Spider-Man that go back centuries. You could look it up. You can't deny that, it's an historical fact, it--

What?

Who's telling this story, me or you? I'm trying to explain that one way or another, whether it was intended or you backed into it, you've tapped into something old, something important! Don't you have anything to say about that?

A historical fact.

It's *An* if you can't hear the H, it's *A* if you can. *An* hour, *A* horse. It's a common mistake made by people who want to impress other people by--

Bad Connections

Bite me.

Peter... all I'm saying is that you have to pay attention to what's been happening to you lately. If you try to deny what's going on, you just make yourself vulnerable to whatever comes at you next from the spider side of you.

You're tying one arm behind your back.

Look, Ezekiel, I'm not denying that there's been a lot of weirdness in my life lately. But I'm just not there yet, I don't believe yet. I'm hardwired a certain way, I can't change that just because you say I should.

I know...

I'm just trying to help, that's all. I've been on a parallel road to yours for a long time, and I have the advantage of being able to see down the road a bit to what's coming.

I'm trying to straighten out some of the curves coming your way.

Such as?

The important things always come in threes. Mother, father, child. Childhood, adulthood, old age.

Life, death, and New Jersey.

Peter--

Sorry.

So far you've had two major hits from the spider side. Morlun, and now Shathra. Consider them the appetizers. There's one more coming, and it's going to be huge.

When, where, and what form it'll take, I don't know. I only know that you have to be careful, and when the time comes... open-minded.

There's more we could catch up on, but now isn't the time. I've been doing some interesting things lately, Peter. I've been trying to do some good.

Trying to follow your example.

But you should get back to New York. Your presence will be missed by now.

I know... with everything that happened, I have to make sure MJ's okay. She sounded pretty shook up.

I've had my company arrange for your transportation. Your tickets are waiting inside, along with a passport we... created on your behalf.

Cool.

But I want you to understand that this isn't over yet.

You're the only other person in the world who knows what it's like to be me, to do what I can do. There are a lot of questions I want... need... to ask you.

You will. Soon, when the time is right. Take care, Peter.

You too, Ezekiel.

And by the way... I'm glad to see you're alive. Really glad. You're a good guy.

I hope so, Peter. I truly hope you're right.

And I hope you think so still, when you find out the truth about me.

Hey, driver? Stop the car for a second.

Yes, sir.

Just... didn't feel right, y'know? It just... didn't feel right.

"Ladies and gentlemen, we've just been given the go-ahead from the tower to start taxiing toward the runway--"

--so we ask that you turn off any cell phones or electronic equipment in preparation for takeoff.

So, you live in New York?

Not for a while.

Going back to see friends? Family?

My husband.

That's great.

'Course, that doesn't mean you have to be in a big rush to get there, right? I know this place we could go for a drink--

MEN'S FIT

And let me guess, it's right next door to a hotel.

Inside the hotel, actually. And from your look I'll bet you've been there a few times yourself.

Hey!

Is there a problem?

But we're still on the ground.

Turbulence.

Are we? Imagine that. Still on the ground. Will wonders never cease?

"I don't suppose there's any food on this flight?"

GHANA EAGLE AIR

Yes, sir, first class has a full meal on the New York flight.

Good. That's great. I don't get to fly first very often and...

Sir?

Question...

...any chance I could trade that one-way first class ticket to New York for a coach ticket to Los Angeles, with an open-date return flight to New York?

Just a moment, let me check.

Yes, I can make the switch, and we have a flight to Los Angeles leaving in two hours. Shall I change the reservation for you?

I...

Yeah. Because some things need to be said face-to-face.

Let's do it.

"You sure you know what you're doing?"

Because this ain't exactly the most beautiful part of town, y'know.

Don't worry, I've faced worse in my life. A lot worse. And it's time I faced the rest of them.

Oh, hi, are you looking for Pete?

Umm..yes, I thought this was his--

Oh, it is.

I think he may be out, though. He's always going and coming, all hours of the night. He must have a great social life --

"-- always on the go, in demand, you know how it is."

Yes, I suppose I do.

Well, if I see him, I'll tell him you were asking about him.

"If you ever need anything, my place is at your disposal, MJ. Mi casa, su casa."

I'm reasonably sure he must have said something like that at one time or another.

I think I'm going to throw up.

If you're going to throw up, dear, make sure you throw up into the bag, or--

No, dear, not *that* bag--

Oh, I see you decided to eat those peanuts after all...

There's no place like home... there's no place like home... there's no place like home...

"Yep... no place like home..."

...that's what I always say, except... when I'm not saying it...

=giggle=

You know that joke about the actress who was so dumb she schtuped the writer? You know why that doesn't make sense?

Huh-uh.

'Cause in Hollywood, *everybody* schtups the writer.

=giggle=

'Morning, Harold.

Good morning, sir, another late night premiere, I see.

Yeah, yeah, whatever... c'mon my dear, have I got a part for you...

Excuse me, does a Mary Jane Watson live here?

I'm afraid we don't confirm our guests.

And who would you be, sir?

Well, assuming she does live here, can you tell her Peter's here?

Her husband.

Well, then, you'd be the fourth this week to come here saying he's her husband. Ever since this place appeared on the star maps, the world's gone quite mad around here...

I'm just saying--

Sorry, sir, nothing I can do. Now please move along before I have to call Security.

"Perhaps you could call her yourself, *if* you actually have the number."

If I actually have the number... *if*. How about I shove that *if* right up your--

CLICK

*Hi, this is MJ. I'm leaving my answering machine on announce only, because I'm going to be with someone very special for the next few days and there's nothing **anyone** can say important enough to interrupt that.*

Could my timing possibly be any worse? Unless she just put up that message to throw off the stalkers, the guys who think they're her husband.

Guys like me.

PAC BELL

Unless --!

Haven't checked messages in days, maybe there's--

555

PAC BELL

We're sorry, but the number you have dialed is no longer in service.

What?!

"Hello, New York Bell."

New York Telephone

URGENT

YOUR NYT STATEMENT

"Are you people out of your minds?"

"--paid my bill it's right there in your records!"

"Yes, sir, I see that on my screen, but the data has not been moved from our accounting files to our action files which is necessary before we can reconnect your phone service."

"This is--"

"I can assure you there's no need to use that kind of language, sir."

"And furthermore --"

"There's *no* reason to bring my entire family into this discussion, sir --"

"Listen --"

"-- and I've never even *seen* a camel in person. Your service will be reconnected in 48 hours, and if you have any problems with that, I suggest that from now on you be prompt with your payments."

"Click!"

SLAM

SLAM SLAM SLAM SLAM SLAM

555

Okay, so if the front door's closed, and the lines are down, there's always the back door --

-- or, since this is Hollywood... the Rear Window.

You don't say anything, I won't say anything.

Deal.

Just keep going, Peter... it's nothing that gouging out your eyes and washing them in sulfuric acid won't fix...

MJ? You here? It's Peter. Can I come in?

Well, technically, I suppose the question is can I stay in or--

MJ?

The first thing I smell is her perfume. Perfume and talcum powder and make-up and recently dry-cleaned clothing.

The smell of shaving cream and aftershave and roll-on.

I remember the day she bought that dress, with the first check she got from a full-page cover spread.

He wore that the night he took me to dinner at the Four Seasons, and found out he'd left his wallet at home and had to leave the jacket as collateral. He never wore it again, because it was embarrassing, but it was so cute and so funny.

I wonder.

I want to know.

But I'll never ask her. Never. Not if I get her back.

There haven't been any more reports about that...whatever she, it was, so Peter must have taken care of the situation. He'll be back. And I'll be here, waiting for him.

I want to see the look on his face when he finds me. See him smile again.

She always had such a great smile.

ATRIUM

WOMEN

MOVIES

IF HE CAN'T THEN...

"BY THREE"

STARRING

RSVP

20TH FOX

FORMAL ATTIRE REQUESTED

SET PASS

ARE CORDIALLY

SCREENING

"A DOO

RSVP

MARY JANE

She has her own life now. A life that has nothing to do with me. The life she always wanted. She's moved on. She's happy now.

What the hell are you doing here, Peter?

What the hell am I doing here? After everything I've put him through, would he even want me? I'm a fool.

But I'll wait. Just a little longer.

Just... a little longer.

This was a mistake. I should never have come.

Let it go.

Let it go.

It's over.

Move on.

It's over.

--to welcome you aboard flight 739 nonstop to New York. Before we take off you should familiarize yourself with the emergency instructions--

--and we should be arriving in Los Angeles shortly ahead of schedule. We've got one stop-over in Denver, where we're expecting some weather, but we're assured it won't be any trouble--

Goodbye, MJ.

Bye, Peter.

--hitting some stormy weather, so we ask that you return to your seats and fasten your seat belts.

KA-THOOOM

KRAAAAKK

BOOOOM

Jeez --! Did it hit us?!

It grazed us...I'm getting irregular readings on the electrical system.

Damn... are we airworthy?

I think so, but I'm not sure. I wouldn't want to risk it, though, not on a flight this long.

Nuts...

This is your captain speaking... you probably just saw that hammer of a lightning bolt that skinned the surface. We don't believe it caused any damage--

-- but to be on the safe side we're going to put down for an inspection of the electrical system. We apologize for the inconvenience, but airline safety regulations require that we have full confidence in our systems before continuing.

Nuts. Just nuts. What else can go wrong?

So if you'll buckle up, we'll be on the ground in Denver in just a few minutes.

-- and I want a fruity-jooty freeze, a hamburger...no, a cheeseburger, and some fries...you got the curly fries?

BURGER-N-

We're out of curly fries. But we got home fries and natural fries.

...sigh...

Okay, so I'll have a cheeseburger, a fruity-jooty freeze, natural fries, and a cookie.

You take Canadian money?

No.

Aw, man, c'mon...

--and I just think Marilyn Manson is *so* wicked!

So wicked!

Wicked?

Wicked!

Excuse me, can I borrow your fork?

I want to stick it in my eye.

Why?

Wicked!

--announcing the re-boarding of flight 739 to New York. We will be pre-boarding first class passengers at gate 29--

About time...

'Scuse me... coming through... nice dress....

26

THUD

THUD

MJ--
Pete? What're you--
Can we talk?
I was... I have a flight--
I don't care.
Me either.
So let's talk, Peter. Let's talk..

AMAZING SPIDER-MAN #50

I went to see you in Los Angeles --

I went to see you in New York --

I was gone.

So was I.

Typical Parker luck.

DOOMED AFFAIRS

I wanted to see you because I saw what you went through with that... thing, Shathra --

I know, and I'm sorry she put you through that...when she said we'd been...involved... there was such pain in your voice --

I know. There shouldn't have been. But there was.

Which is exactly the problem, Peter. And the reason I was vulnerable.

When you live with somebody who has a double life, no matter how much you trust him, there's the thought of, "What else is he keeping to himself?"

That's the chink in my armor, Peter. That's how she got through. It was only a second, but it brought all the problems home to me.

At some level, we're all insecure. We all think, "Maybe the other person has gotten bored with me."

You think, maybe he's looking at other women, maybe my conversations don't interest him anymore, maybe --

Peter?

Peter, are you *listening* to me?

...oh, crap....

If you'll come this way, sir, we can get you to the --

This is most inconvenient. I had requested a private gate where I could meet with the delegation from Geneva on our way to the conference --

All I know is what I was told, some kind of problem with the gate.

Typical shoddy American workmanship. Such incompetence would not be permitted in the Latveria of --

--DOCTOR DOOM.

How do you do that?

Do what?

Speak in all capitals like that?

Silence, minion.

This accursed conference would not even be ***necessary*** if your country's industries were not spewing forth enough particulate matter to cause the planet to warm, melting your own Glacier Park, breaking off whole portions of the Arctic, and causing climate changes in my home country.

Problems that can only be addressed by working in concert with other countries. It is an affront to our dignity. Latveria works alone. Latveria needs no one else to form our destiny.

Yeah, it's just a hard-knock life with you, isn't it?

So *that's* Doctor Doom, I --

MJ, something's wrong... my spider-sense is going nuts --

Well, yeah...I mean, Doctor Doom, walking right by --

No... it's something else, it's --

EEEEEEEEE!

TAXI

EXIT

BAGGA

Doom!

Free Latveria!

Down with tyrants! Free Latveria!

FREE LATVERIA!

Down!

UNNNGH...

Are you all right?

I... I think so, are we --

Okay... this is bad.

Are you okay? Mister? I --

-- I....

Peter? What are you doing?

Long story, don't ask, long story, don't ask... just stay there.

Have to move fast....

...you...

...listen closely --

Don't try to move, it's --

No... no time... Avengers had me on to keep an eye on things... afraid there might be trouble --

It's going to be okay, it's over.

No... it's just starting.

BOOM

Uh, oh...

DIA

Doom! We have come for you! If the blast was not enough, we will kill you with our bare hands!

Millions of dollars and years of planning, all for this supreme moment.

Doom's unconscious, nothing he can do to stop this.

Die, tyrant!

Sorry --

-- not today!

WHAMMM

Close quarters. Civilians. A bad combination.

He's after Doom and he doesn't care who gets hurt along the way. But I do.

Which puts me at a tactical disadvantage.

Why do you protect him? He is a murderer. A tyrant. We demand justice!

You don't get justice like this. There are laws--

He ignores the laws! He does as he wishes to whoever he wishes!

Which makes him, and what you're doing right now, different... how?

Look, I'm no fan of the guy. But I'm not going to just stand by and let you kill him. I stood by once before, and regretted it ever since. And I never make the same mistake twice.

Correction...

...you will not *live* to make the same mistake twice!

Cyber-enhanced grip...almost as strong as I am... have to get clear before --

WHIRRRRRR

No --

Can't get clear --

Target locked.

SPANG

What --

Mind if I cut in?

Not at all.

SLAMM

Looks like he's down for the count.

There's one down, yes.

But if my suspicion is correct, that's a distress signal. Which means we may have more company very soon.

BEEP BEEP BEEP -- BEEP BEEP BEEP

Any chance we can get these people out of here?

I... had access to a security radio. They're digging through on the other side, but it'll take time. And we can't take them out through the hole in the ceiling because some of these people are too injured to be moved.

We just have to stay here until they can dig us out and make sure no one gets hurt.

Are you all right, ma'am?

Are you, urm, okay... lady?

Fine...

Do you mind if I --

It's a free carpet.

And another thing... you never introduce me to your friends.

Oy...

No, seriously. Over the years, there are times I've felt more like your mistress than your wife because when you're... on the job... you have to deny knowing me. You'll walk right past me. You won't even meet my eyes.

Look at my mask, MJ, I don't *have* any eyes --

Don't quibble. You know what I'm talking about.

I know you do it to protect me. I know it's necessary. But there's what the mind knows and what the heart feels.

I've never wanted or expected you to set me above what you do. I know why you do it, and I'd never try to interfere with that.

What I haven't been able to work out is where I fit in with it all. I want to work it out, Peter, I really do. I just...don't know how.

You fit in because I love you. Isn't that enough?

No. No, it's not. Too often, "I love you" is something people say when they want to get something out of you, or control you. It doesn't HAVE to mean that, but --

But MJ, what's left?

That's what I'm --

Nuts.

What?

We've got company.

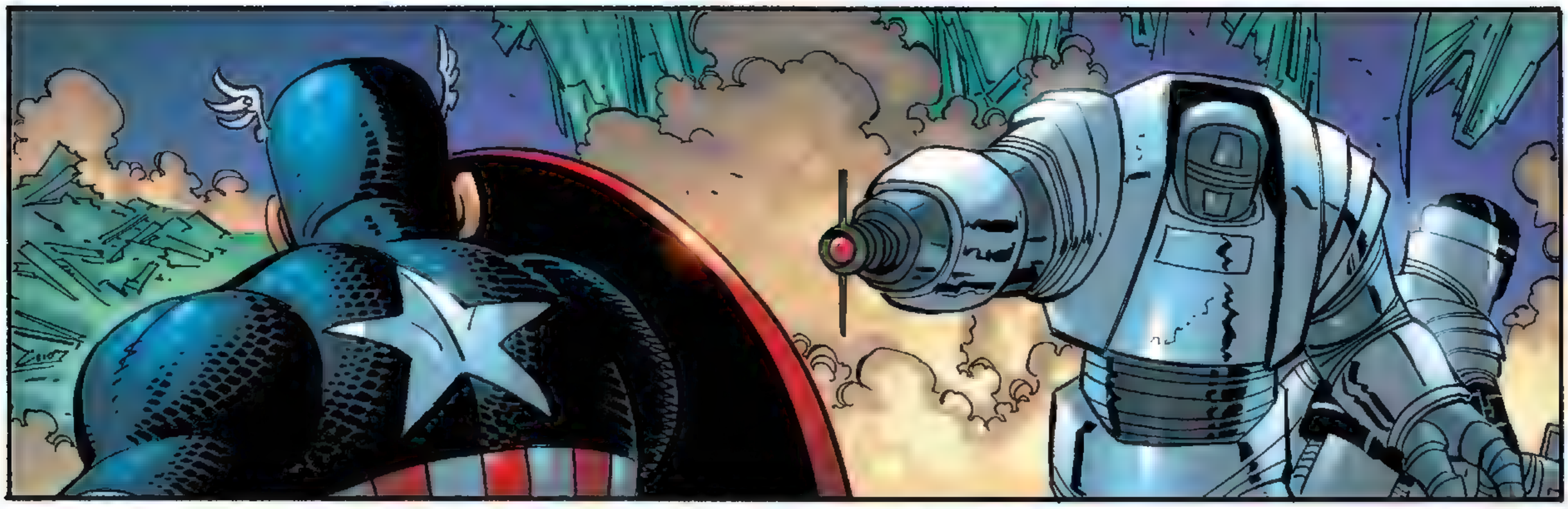
Die, tyrant! Free Latveria!

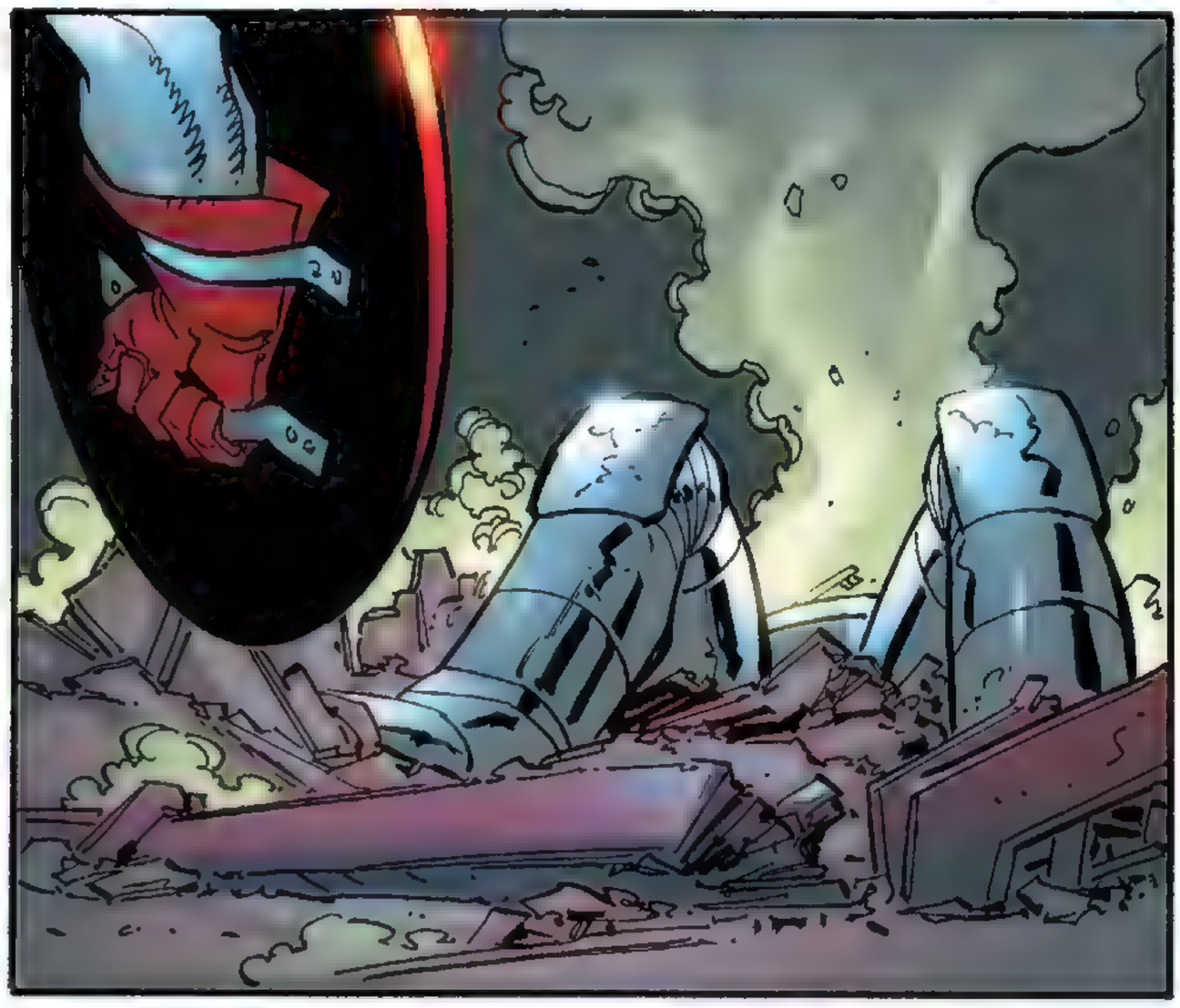
...sigh.

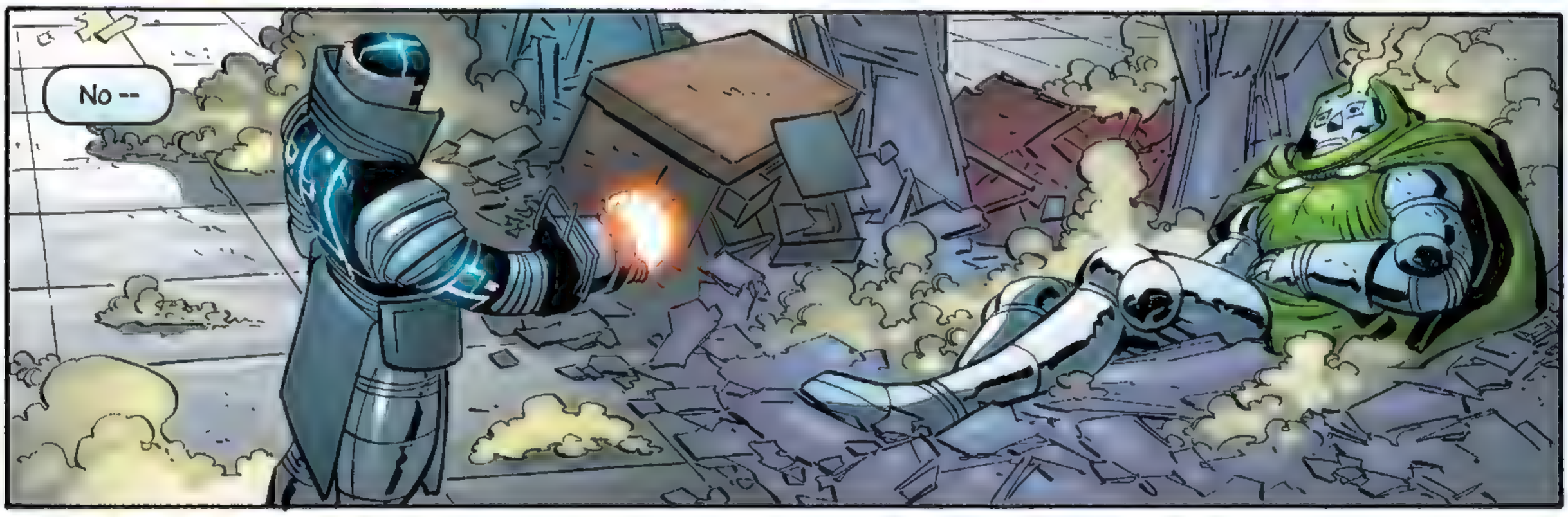
You'd think they could at least get some fresh material once in a while.

Oh, well... as Ben likes to say --

-- IT'S CLOBBERIN' TIME!



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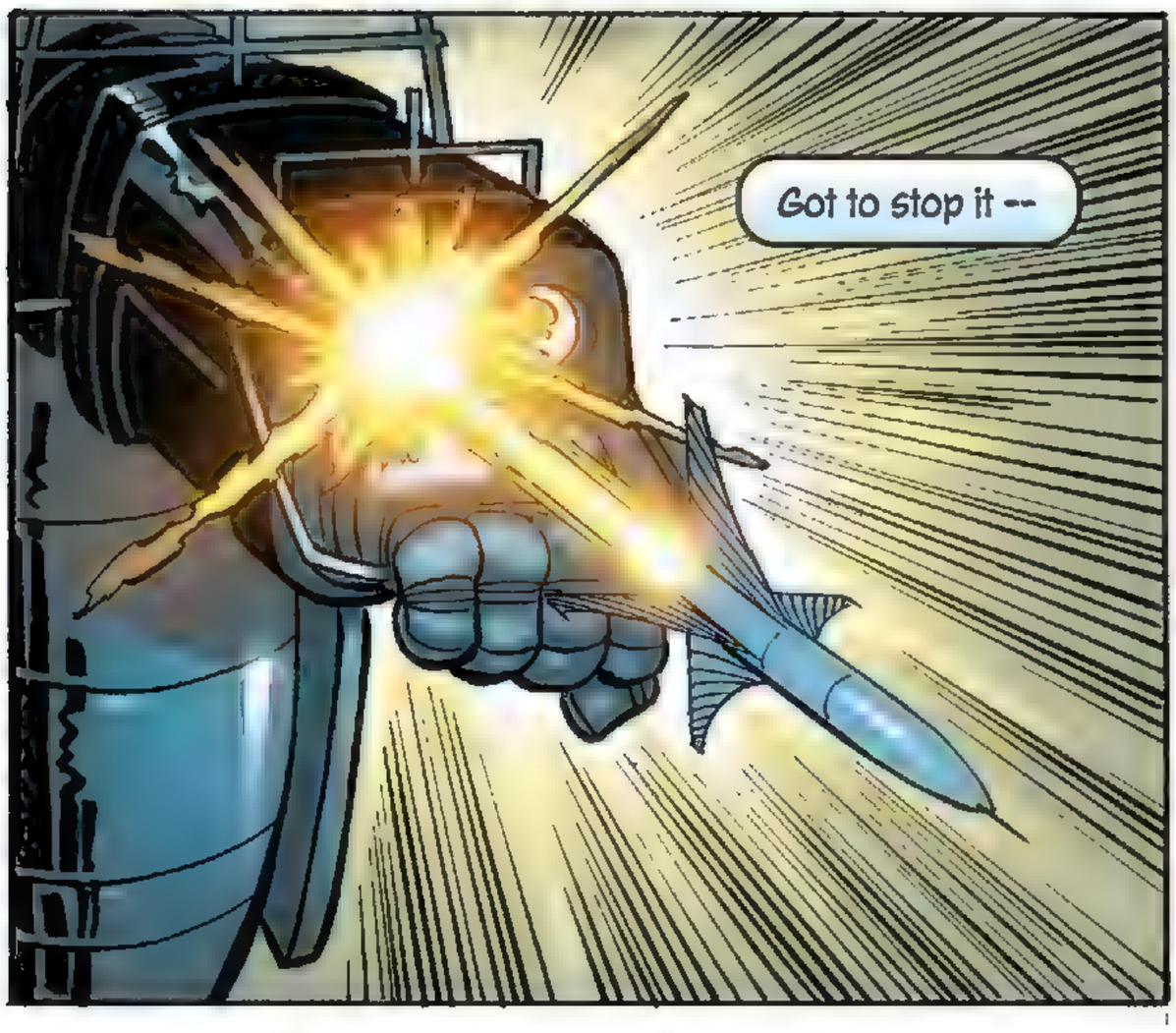
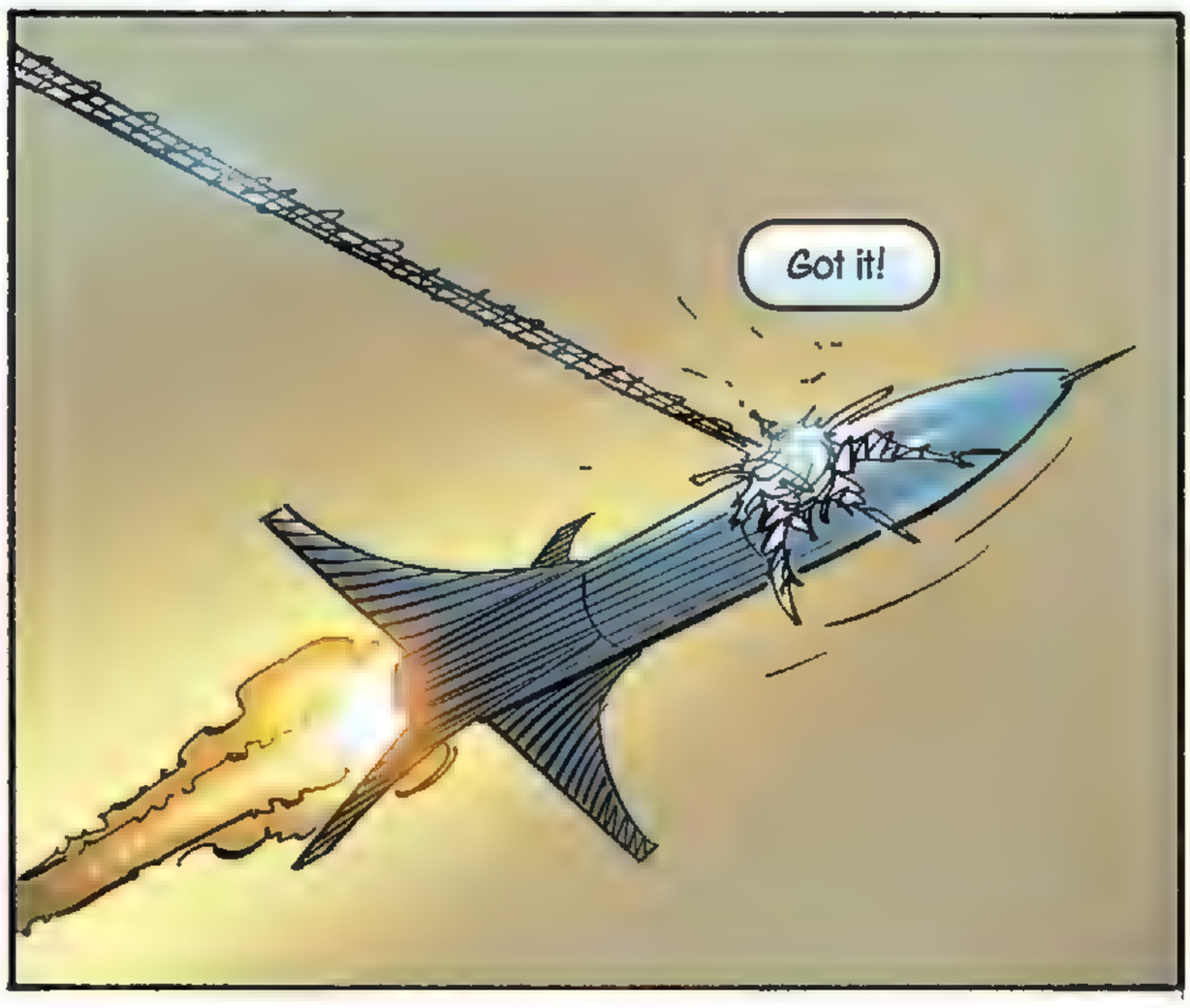

Got to stop it --


Got it!

Just hope it lands somewhere safe --

Die, tyr --

-- ook --

AAAAAAAHHHH!

THWP

KRAKOOM

Any of them getting up?

No.

Good.

Okay... where were we?

This is *so* ridiculous. I can't believe we're having this conversation here. I was thinking dinner, flowers, wine --

I'm pretty sure I saw some peanuts over there --

Okay. Sorry. I'm just trying to --

You know how I --

Damn it, MJ....

You just don't understand, y'know? I mean, end of the day, you really don't understand.

Understand what? What is it that I don't understand? We've come all this way... *talk* to me, because this... this may be our last chance.

I --

No. I don't want to talk to the spider.

I want to talk to Peter.

Yes, ma'am, well, I think you'll be safe from debris over here.

...sigh....

That's right, no need to be alarmed, everything's under control.

Meshugge.

What I want to say --

What I want to say... is you're right. It's not enough to say that I love you. You can love more than one person. You can love in more than one way. You can love somebody as a friend.

It's not just that I love you, MJ.

I need you.

You don't need me, Peter. You've got all these powers, you were out there doing all these things --

You're wrong.

I can do "all these things" because you believe in me. Because you give me the strength and the will to get them done. Everything's easier when you're there and harder when you're not. Without you, nothing works the way it should. But when I know you're there, in my life, I feel like I can do anything, MJ.

Anything.

MJ...?

When I left... when I went away....

...it was because I was so far outside your life, I could never *do* anything to help, I could never be a part of what you do, and you could do it so well, that I just....

I didn't think you needed me, Peter. That's all I wanted to know, that's all I needed to hear, that you needed me, that you...

I was so afraid you didn't need me anymore.

I do. I love you, MJ.

I need you.

I'm nothing without you.

Come home.

Come home to me.

Okay... okay, Peter, I'll --

Did the ground just move?

It always does.

That's it... a little more... okay, you're clear.

He came to a few minutes ago.

It is my understanding that you took it upon yourself to prevent harm from befalling me.

Looks like everything's under control.

SECURITY

Mostly. We had one distraction while you were --

Doctor Doom is not a distraction.

You mean did I save your sorry butt? Yeah. I did. I'm not happy about it, but I did it.

Nonetheless, I owe you a debt, and --

Keep it. The reason those guys came after you, the reason all this happened, is that you *are* a tyrant, and I can't wait for the day when I can turn on CNN and watch you trying to defend yourself in front of a jury in The Hague.

So take your thanks and stick it.

It is well that I owe you a debt, because I would kill anyone else who spoke those words to me.

Yeah, yeah, tell it to the Marines.

Sir...?

We're ready to escort you to another part of the airport where you can continue your journey.

Good. It is well that I was on my way.

Your countrymen have much to learn about manners.

Well, sir, you know, we can't all be Canadians...

Well, at least that's over. Anything else?

No, I... guess not.

BAGGAG

AX

Well, there is one thing...

This is... a friend of mine. A very, very dear friend of mine. MJ, Captain America. Captain America, MJ.

Hello.

Hi. I mean, hello. Sir. I mean --

It's all right.

A word to the wise from someone who's been down this road for a while.

The mask is supposed to hide your face. Don't let it hide your heart.

Who was that masked man?

I'm *so* going to hurt you.

I need to find a place to change. Then we're going for a long walk while your travel agent books you on a flight to New York...

"...I don't want anything to get in the way of us again."

Please empty your pockets of anything metal.

CLINK CLINK

Oh, my...

Now, tell the truth, isn't this better than hanging around with the Amazing Lobster-Boy?

That's the Amazing Lobster-*Man.*

Not in those tights.

God, but I missed you, MJ. I missed you so much.

This won't be easy, you know that.

I know. But it's worth it.

You're worth it.

You're worth it and I love you and I need you. Welcome back, MJ.

Welcome back.

Hot Dogs

PROLOGUE.

Las Vegas. July 3, 1957.

The story of the Vegas Thirteen is a piece of unsubstantiated lore dating back to the fifties. The story involved a meeting of some of the most powerful Wise Guys from New York and Nevada.

The meeting was called at the height of the struggle between the Mafia families fighting for control of the Vegas casino, money laundering and prostitution business.

It was to be a Bosses' Night out, to resolve the conflict peacefully. Seven bosses, seven lieutenants, all unarmed.

It was only as the dinner began that they noticed only six bosses were present. Missing was Morris Forelli, from New York. Since his trusted lieutenant, George Sims, was present, the rest were unconcerned, assuming that Forelli had simply been delayed.

They did not know that Forelli had discovered Sims was working for one of the rival families, and had helped arrange a recent hit on one of Forelli's sons. To say the least, Sims was out of favor.

And Forelli was out of patience.

The result, according to Mob word of mouth, was the biggest hit of its kind since the Saint Valentine's Day Massacre. Six leading Mafia figures and their lieutenants, plus Forelli's consigliere, wiped out in one night, in one bold move.

But the Mob had learned a few lessons since the last time something like this was attempted. They wanted no evidence that could be printed in newspapers or magazines. No photos. No witnesses.

No bodies.

STAN LEE PRESENTS:

DIGGER

Forelli's men carried the bodies out of the Golddigger Hotel and Casino and transported them across the Nevada desert, well off the beaten track.

The story suggests that the bodies were brought to a pit dug by earth movers in an isolated part of the desert, far from cities or roads, and Forelli's men proceeded to pile the bodies into a mass grave once used for illegally dumping chemicals from several nearby factories.

Here ended the careers of some of the most notorious members of the New York and Nevada crime families. Men raised in blood, who understood only violence, and whose lives ended in a shower of bullets.

Their bodies were left where no one would ever find them, with only the whispers of their conscience, and the rage of their souls, to keep them company. For the Vegas Thirteen, it was the end of their story.

Marshall LeGrand,
A Brief History of the Gangland Wars, 1950-1963.

April 3, 2003.

AP NEVADA - In a move designed to keep United States military assets at peak readiness, the Pentagon today announced a return to limited testing of high-energy weapons.

"We're looking to gather data on the new technologies we've developed and the degree they may maximize the amount of energy output involved, giving us bigger yields from smaller payloads," explained General Maxwell Sinclair, Pentagon Liaison.

"We'll start out with underground testing using what we call pocket devices, small enough to have no effect or environmental impact outside a very small part of the Nevada desert. No fallout, no seismic damage."

"Our first test will be with a pocket Gamma device."

"We don't anticipate any problems."

"We believe that gamma rays may have been crucial to the development of life on Earth," explained UCLA's Dr. Henry Davis, a leading proponent of gamma ray research.

"That process was set in motion when gamma rays struck the pre-organic compounds and chemical soup of primordial Earth."

"And from that dark, barren emptiness, came life."

"Then, as God said on the seventh day..."

"...let the good times roll."

"So, are we having a good time, or what?"

Yes. We're having fun. We're having so much fun, I...

What was the question?

Who cares?

Exactly!

The question is, what would sir like for his entree?

Steak tartare.

Well done.

:snicker!:

I believe sir may be mistaken. Steak tartare is prepared uncooked.

Obviously a problem in the kitchen.

Shhhh!

If sir would prefer, I could have someone run across the street and return with a Happy Meal.

I know! Bring me a hammer, twelve oysters and twelve teeny, tiny revolvers. That way at least it'll be a fair fight. Poor bastards...

:SNORT!:

In fact, make it a ball peen hammer. I'm feeling lucky.

Stopstopstop... stop or I'm gonna have to go to the bathroom...

Perhaps I should return later, when sir is on the same dimensional plane --

No...it's okay...make it a steak. Two New York steaks. Medium-well. We're celebrating.

My wife has come back to me.

She must have forgotten the keys to the car...

Peter...when we're done here, and we go to my hotel, since your place is a disaster, I have an idea.

Yeah? What.

No.

No? You're saying *no?* To *me?* To *that?*

I've had a wonderful time, and I've had sufficient libations to float...something or other... and when we...

When *we...* and boy will we *ever...*

I want it to be right. Because I love you.

Being conscious probably wouldn't hurt either.

Peter, the two of us just being in the same room would be enough.

But maybe not tonight. No need to rush.

ING

W 26 ST YARD

"We'll get there, our own way, and at our own speed."

5106

B & O

Hey, you... somebody in there? You know better than that. Get out. C'mon. Get the hell outta there.

You heard me. Get *out* of --

What the...get... no! Somebody, help!

HELP!

F.N.R. SECURITY

TURNER

NOOOOOO!

"It was a long trip, but the best investment I've ever made."

I still can't believe MJ's back. Yeah, she's staying at the hotel for a while, and we've still got some things to talk through. This won't be worked out overnight.

But she's back in town, and we're together, and we'll get there, and --

I'M THE LUCKIEST GUY IN THE WORLD!

SHADDUP! I'M TRYIN' TA SLEEP IN HERE!

I'M THE LUCKIEST GUY IN THE WORLD! I'M THE LUCKIEST GUY IN THE WORLD! I'MTHELUCKIEST GUYINTHEWORLD!

SHADDUP! SHADDUP! SHADDUP! SHADDUP! SHADDUPSHADDUPSHADDUP!

"HEY, WHERE'S YOUR SENSE OF ROMANCE?"

"I GOT YER ROMANCE RIGHT HERE, BUDDY!"

Oxnard's

So, you want a date?

How much?

A hundred for everything.

Too high --

You wanna bargain, go try the garment district.

Look, I'm telling you, I don't have the money --

Ralph's

Then *get* the money.

I'm doing the best I can. I got the girls working all night --

It's all penny ante stuff, and I've seen your girls. What happened? Was it bargain night at the plastic surgeon's office?

I swear, I'll have the money I owe you by Friday --

Not good enough. We let you work this part of town for five G's a week. You don't pony up the dough, we'll find someone who will.

FWUMP!

After we break your legs.

I was just getting to that. Stop getting ahead. You're always getting ahead.

That you, Rachel? You shouldn't be here. Rachel?

I don't care if you keep the girls out there until dawn, either we get the five grand by tomorrow, or you got a problem with us, and most of all, you got a problem with Mister Forelli.

..Forelli..

Yeah, that's --

What the --

...Forelllllllli....

...We remember Forelllli....

...have a message...for Forelllli...

Hey... wait...get back --

Tell him...

Tell him... that the boys are back in town.

BLAMM-BLAMM-BLAMM!

Hunh!

Ohgod, ohgod, ohgod...

Get out.

Go, go, go --

What about --

Forget him, he's dead.

Your friend will carry the message. But you **are** the message.

Tough break.

WHAM! WHAM!

CRASH!

Johnny...?

RUMMMBBBBLLLLE

Holy --

EEEEEEEEEE!

Message... delivered.

"What d'you think, Lieutenant? This weird or what?"

Yep.
You talk to the girls?
Yep.
They're pretty shaken up.
NYPD
Yep.
They said this place was paying off the Forelli family. You think it's a mob hit?
Nope.
Why not?
Oh... just a guess.
So what're you gonna do now?
First, I'm gonna wash out my ears with hydrochloric acid. After that...
I may need to bring in a consultant.
Yeah? What, like one of those psychic detectives? I got a guy, his sister is real good with that stuff --
Well, well, look what I found over here.
What's that?
"The part of your brain that knows when to shut the hell up. Get an evidence bag. A *small* one."
So here's what I'm thinking: we get dinner, then maybe a show, I'm thinking Producers, even if it isn't the A team anymore, or we can do that new show, the one I can't ever remember --
-- or we can --
-- we can --

It's not cannon fire, it's just your heart... it's not cannon fire, it's just your heart... it's not cannon fire, it's just your....

Peter?

You know that thing people do, where they talk a lot, because they're nervous so they try to keep things moving, don't let any silence into the conversation, just keep it all light?

Maybe.

I was just thinking that...it's a good thing we're past that. I mean, it's been a while since we've been around each other, but I think it would be a shame if there were that kind of awkwardness, don't you?

Silence is good. I like silence. I like that song, *"Sounds of Silence,"* I liked *"Silence of the Lambs,"* I'm even big on *"Silent Night,"* even when it's sung off-key, which it always is, and --

Could I have another one of those, if you've got a spare, because that was good, the whole lips thing, and the face touching, because I could do that all night until I go on patrol and --

Deal.

Funny how things work out sometimes.

When MJ came back, I was afraid the Parker luck would hold up, and we wouldn't have any time to spend with each other, that one of my favorite stalkers would come out to play, but so far it's been --

EEEEEEEEE! HELP!

-- quiet.

EEEEEEEEE! SOMEONE HELP!

Stupid, Peter. Never comment on a no-hitter until *after* the game.

Lamont? What the hell are you --

About time. I wondered when you were gonna show up.

EEEEEEEE!

You did this to get my attention?

It's not like you gave me your phone number. What else am I gonna do?

You know how many other guys came by before you finally showed up? Daredevil, Thor, half the Fantastic Four, which I guess would be the Terrific Two --

EEEEEEEE! KLIK

So why didn't you use one of them?

I don't know them. I know you. One costume in my life is plenty, thanks.

Two dates and already we're going steady. You're such a sweetie.

One more remark and I'm playing *"YMCA"* on the boom-box. Loud. In German.

I'm all yours.

"So, where are we going?"

"Best if you see for yourself."

LOMBARDI DEMOLITION
GLEN HEAD, NY
(516) 555-1359

Must've been some party.

Yeah. The handprint over there pretty much confirms it was one of your kind.

You mind explaining that *"one of your kind"* remark?

What's wrong, mask cutting off the blood to your brain? It's pretty obvious.

No, it's not. Look, there's good guys and bad guys. I'm one of the good guys, okay? I don't go around killing people, or --

Smashing buildings? Scaring people? Getting into fights with each other, fights so big the city takes weeks to fix it all just so you bunch can do it all over again?

You're a costume. You're a power. You live in my city.

And you're a pain. All of you.

Sure, you can do some good, and right now, I need you. But tell the truth: if every costume disappeared and the city was just the ordinary bad guys and the ordinary cops...don't you think it'd be just a little better for everybody?

I--

What did you want to show me?

I had my people take the impressions off this and get them over to the lab for fingerprint analysis. We checked every active perp file and came up empty.

Then we did a search on the inactive files we keep on guys who are presumed dead or missing, but don't know for a fact. Because sometimes guys we think are dead come out of hiding behind fake names and surprise us.

Sure enough, we found a match.

This thumbprint, over here? It belongs to a mob enforcer named Santo Castellani.

So if you know who this guy is, why --

See, this is what happens when you don't let people finish what they're saying. You always like this?

Go on, fine, whatever...

So yeah, we know who Santo Castellani is. First problem is, he was last seen in 1957, and he was thirty two years old at the time. That'd make him --

Seventy-seven.

You're doing it again.

Sorry. It's a math thing. I can't help myself.

Second problem is...the fingerprint on the index finger belongs to Jimmy *"Little Man"* Desanti. Also considered dead or missing, and I'm not telling you how old he was when he disappeared in '57 because I can't handle you and the math thing at the same time, but --

Wait a minute --

Two fingerprints, from two different guys, on the same hand? That's not possible.

That's why I called you. Well, that plus anybody who can do this to a hunk of steel is probably a little outside my range.

Anything else on this guy?

Yeah, two things. First, one of the witnesses heard him say, *"Tell Forelli the boys are back in town."* Second thing is, he's green.

Green?

Green. As in, it's not easy being.

"Well, one thing's for sure...a guy like that -"

STARLIGHT

ABYSS

"-- it's not like he can just throw on a coat and fit in, y'know?"

NY

-- and I'm never never never gonna go back! Never look back! 'Cause the devil's comin' for me on a fast track.

Eyes like needles, hands like knives but he doesn't know I got nine lives.

What the hell kind of place is this, anyway?

Yo, son, chill --

This used to be a high-class joint. The Starlight. Steaks and martinis and broads with legs up to here --

Hey, back off --

-- or you and me gonna have a problem, you got that?

A problem? I don't think so.

I don't *have* a problem.

You're the one with the problem.

AAAAAAAHHH!

Anybody *else* got a problem? Huh? Anybody? C'mon... somebody have a problem. No?

Now I want a martini. And I wanna hear Sinatra, and Sammy Davis, and Rosemary Clooney, and...what the hell was the name of that lazy bastard...yeah, I wanna hear Peter Lawford, and I'm gonna --

&@#% off!

-- and I'm gonna have some *fun*.

AAAAARRGHHH!

Run!

Get outta here!

Eeeek!

Wait, you didn't give me your number!

YOU CALL THAT CRAP MUSIC?! I WANNA HEAR "WHEN THE MOON HITS YOUR EYE LIKE A BIG PIZZA PIE, THAT'S AMORE!"

Uh, oh... that can't be good.

Better check it out...

"CHECK THIS OUT!"

You wanna hear real music? How about some singing by this group called the Heavenly Choir --

I --

What the --?

I had a complaint about the noise.

Yeah? No kidding. I'll do something about that --

-- right after I rip off your legs and beat you to death with 'em.

A lot of people think that my advantage comes in the form of my strength, agility, spider sense.

You know... the usual.

They're wrong. It's a fifty-fifty split between all that, and the fact that I have a scientist's mind.

I approach any given situation and work to deduce what's going on, what my liabilities are, and who I'm up against.

And who the hell are *you* in *that* getup?

He's loud, annoying, he's broken up this party and he doesn't care who I am.

Deduction: he's from the Bronx.

STAN LEE PRESENTS:

DIG THIS

Hey, yo! That's Spider-Man, dude, and he's gonna kick your green ass!

That so?

THEN LET'S GO, PUNK! DIGGER'S IN TOWN AND WE'RE GONNA HAVE FUN!

Holy...

Close quarters, he's strong, somebody's liable to get hurt.

Listen, I've got an idea, why don't we take this outside, away from all these nice people?

Not interested.

UNGH!

I was wrong... he's not strong... he's *real* strong.

If you can't...play nice...with your toys...

...then I'll just have to take them *away* from you.

Have to contain this guy fast, because I'm starting to get a bad feeling about what that green skin might represent.

What the --

I pour it on, dumping two whole cartridges on him, enough to stop a train.

What the hell is this stuff? Huh? What, you afraid of a fair fight, ya creep?

When the cartridges come up empty, I wait to find out if that's just lime green, or forest green, or apple green, or --

YAAARRRGHH!

Yep. That's what I was afraid of.

Hulk green.

Okay, goombah, it's you and me.

Goombah? *Goombah?* Does anyone outside the Sopranos really *say* goombah anymore?

EXIT

Got to come get me first.

I need to keep him busy, give everybody time to clear out.

You got it.

UNGH!

Okay, that's it. He rattled my teeth with that one, and I don't like it when that happens. I mean, how many times can I explain to my dentist that I need to have my fillings replaced?

Again?

Okay, you want some?

Come get it.

KA-ROOM!

WHOA!

...OW...

You know, it never occurred to me until right now that I could probably sell stuff like that on eBay...

"Buy Spider-Man's butt-print in a plaster wall."

Also available in concrete, bricks, steel, iron, lead....

Can't sit here... he's probably coming after me anytime...

Oh.

Uhm... evening, Lieutenant Lamont.

Do you feel a breeze, or is it just me?

So did this guy say anything we could use?

Not really, except --

Except what?

He didn't know who I was, and he seemed kind of out of place in that club. The way he talked, it was like he was out of the fifties.

That confirms what some of the others have told us. He kept talking about the Starlight Club like it was still in business, but that place closed fifteen years ago.

You said his prints matched three different guys, all of whom disappeared something like forty years ago.

Yeah. So the cultural gap matches.

Still doesn't explain how this guy can have multiple prints.

Maybe he's planting them, to throw us off?

Maybe.

Lieutenant, you got a second?

Sure.

I decide not to mention my suspicions about the green skin until I have more information. I want to be sure of what I'm talking about before I raise the red flag on something that big.

I've done all I can here, I should probably --

Hey, you.

You talking to me?

What, you see some other hey-you in a funny costume standin' here?

If it's about autographs, I really don't do that sort of thing, so tell your mom I can't --

My boss, Mr. Forelli, wants to see you.

Forelli. Lamont said that was the name Digger mentioned the last time he broke up a place.

Yeah? What does he want?

I look to you like a guy Mr. Forelli tells his innermost thoughts to?

Mmmmmmmmm... no.

But I bet your mother thinks you're still a cutie.

My *mother's* on the horizontal hold.

Now get inna car.

I appreciate the invitation, but I try not to get into closed spaces with total strangers.

So fine, you gonna run alongside or somethin'?

TOWN CAR

That's okay, I'm sure we'll think of something.

Bet you a buck *this* isn't covered by New York City traffic regs.

Huh... it is. Who knew?

WILL YOU FER CHRISSAKES GET IT IN GEAR?

He just made it out to Spider-Man, so how the heck can it even be a valid ticket? I think he made up that subsection, he had that look...

"Thank you for coming."

Well, it *is* Bingo Night at St. Catherine's, but since we've been friends for all these years --

We just met.

See, you're just no fun anymore.

Ah. A wise guy. I've known plenty of wise guys in my time.

They're all dead now.

Me, I have no sense of humor. And I've lived a nice, long time.

No, without a sense of humor it just seems long.

You say something?

Not a word.

This thing you fought, this Digger, you know he's been coming after my business interests.

You call hookers and drug dealers business?

I didn't bring you here for an argument. I brought you here to ask you a question.

No way do those pants go with that jacket.

That wasn't the question.

Oh.

If this guy is coming after my interests, then it's only a matter of time before he comes after me.

I want to hire you as my bodyguard.

You're kidding.

Were you listening to what I said before about not having a sense of humor? I want to hire you for protection.

My guys can take care of most problems, but this guy is way outside their league.

Sorry. Not interested.

I can pay very well for a man of your skills.

Not interested.

You wouldn't have to do anything more than you already do, which is to protect people. It would just give me a measure of comfort to know I could call on you.

Not interested.

I'm offering ten thousand dollars per day.

Ten thousand dollars a *day?*

Cash, check or money order. We can even handle the withholding tax if you want to keep everything squeaky clean.

Ten grand a day.

We just covered that.

To do nothing illegal.

Not even litter.

Just to protect you from somebody I'd protect you from anyway if I happened to come by.

Just to guarantee you'll come by at the right time.

Plus expenses.

Deal.

Plus one other thing.

If this guy's coming after you and your interests, I'm betting there's some kind of grudge involved. So give...who is this guy and why is he tearing up all the disagreeable parts of town?

Truth is, I have no idea. My...sources in the police department tell me that fingerprints found at the scene of his prior rampage match those of several men I knew a very long time ago.

All of them dead, I understand.

Which makes this very... disturbing to me.

"The last time I saw them, they were all happy, healthy... they had come to Vegas for a dinner. We'd arranged the meeting to work out some differences in opinion.

"Unfortunately, I was delayed here in New York."

"And did these... *differences* get worked out?"

"After a fashion..."

What happened to them, or where they disappeared to, I have no idea.

None?

At all.

Sorry. Deal's off.

Wait --

I'm not going into this blind or with my hands tied behind my back, or --

All right...all right.

Give me until tomorrow to pull together what you'll need. You have any plans for the weekend?

No, why?

You'll see.

Two other things... while you are in my employ, your protection extends both to me and to my family.

I think your boys can take care of themselves. I'm not getting into this to be --

I wasn't referring to *that* family.

This is my daughter, Lynne.

Oh.

Lynne, this is our guest, I believe you've seen him in the news from time to time. He's here to protect us.

You're right, I have seen him in the news, and I wonder if he's here to protect anybody.

You read the Bugle, don't you?

Every day.

I'm sure you'll find him most capable, Lynne. Give him a chance. Now if you'll excuse me, I have to rest, it's been a long day.

All right... good night, father.

Listen, I don't know what you think, but --

My father is a gentle, generous man who trusts people too much. You hurt him and I'll make sure you regret it.

A gentle --

Oh, I forgot the other thing I was going to mention.

You'll have to wear one of these.

What is --

It's a pager.

You want me...you want *me*...to wear a *pager?*

I'm afraid so...it's part of the bargain. After all, I can't exactly count on you simply sensing when I may be in trouble, now can I?

Well, actually --

Good night, Lynne. Sleep tight.

"Don't let the bed bugs bite."

Gotta get it together... can't keep wandering around getting into things before we know what's what and who's who, like that freak in the spider costume.

Only way we're getting our piece of flesh...our piece of Forelli...is by knowing where to hit him, and who we got to worry about. We've been gone a long time... gotta catch up.

Gotta rest, too...feel tired, more tired than we oughta. Maybe that guy did something to us...or maybe we just can't go full bore all the time, or maybe --

Martin and Lewis broke up...?

"Knowledge is what makes the difference between the world you want, and the world other people think you should have."

The three key ingredients in science are observation, analysis, and replication.

You observe what's happening, analyze the possible causes, then attempt to replicate the events to verify that your analysis was correct.

But it all starts with observation.

"It starts with making a conscious effort to be aware of the world around you."

Vietnam? Where the hell is Vietnam?

Because this isn't just about science. It's about developing a mind that examines what you see and hear, from the media, from politicians, heck, even from your teachers --

-- with the understanding that of course *this* teacher is always right --

-- so you can critically determine the truth of what you see, hear and believe.

"Otherwise you will find that truth is a constantly shifting concept."

So eight-track tapes are the format of the future...

No, wait, cassettes --

CDs, right, that's the --

DVDs? They're storing music in underwear now? No, that's BVDs, get hold of yourself...

Observation makes you aware of life. So much of the time, we let the moments pass by without really seeing them, appreciating them. We get so caught up in where we're going that we don't see where we are.

A scientist has to think about the future but live in the moment, see the moment.

"Otherwise the world can just pass you by."

We built the biggest towers in the world...and somebody knocked them down?

We elected an actor president?!

Priests are under suspicion and a half-nude singer is called Madonna?

Rock-and-roll? Gas masks in grade schools?

HAS THE WHOLE FREAKING WORLD GONE NUTS?

Forty-six years...we've been gone a long time...a *long* time. A lot's changed.

DAILY ... NEWS ... FORELLI ESCAPES ... MURDER FOR HIRE ... RAP

But some things...some things never change.

Doesn't matter. He's still goin' down.

Goin' down *hard*...

"Are you out of your *mind*?"

I know... but look at the source. He's a crook, a criminal, a mob guy --

It's ten thousand dollars a day.

I know...but the truth is, if I were standing there and somebody came to kill Forelli, I'd have to protect him because...well, that's what I *do*. It's not my place to stand by and let people get killed.

So why *not* let him pay me for what I'd do for free anyway? You know, turn some of that money to the good.

But Peter, it's just --

It's ten thousand dollars a *day*, MJ. Besides, it puts me close to him, and that may help me figure out what's going on and *that* may help me save lives, and...and...

You're doing this for me, aren't you?

No. Absolutely not.

Well, yeah --

Peter --

It'll take me a while until I can afford to get a new apartment big enough for both of us on a teacher's salary, and get you out of this --

-- five-star hotel the Manhattan Register is giving you while you're here shooting their cover.

I want to give you the life you deserve to have. I want you to have everything you ever wanted --

Then like I said: you're out of your mind.

Because the only thing I've ever wanted...

...is you.

But it's still ten grand a day --

VRRRRR VRRRRR VRRRRR

Peter --

Is that a pager in your pocket or are you just happy to see me?

Yeah, it's --

He gave you a *pager?*

I prefer to think of it as high-tech spidey sense.

The text-page said to meet Forelli at the end of pier seven.

From a distance, he looks like an old, tired man staring at the end of his life and the consequence of sins past.

I force myself to remember who and what he was, and still is. Even bad guys grow old.

More's the pity.

Okay, you can start the celebrations, I'm here. So what's the problem?

Look at the water. What do you see?

All the junk that'll wash up on the Jersey shore by morning, just as God intended. Other than that...not much.

Exactly.

One hour ago, there was a boat here.

It came in under cover of darkness. It was from one of our...overseas suppliers.

Drugs or smuggled goods?

I do not deal in drugs. Bad business.

Okay. Smuggling, then. And...?

Do you see a boat here now...?

"The captain radioed in to say they had arrived. Then silence. Minutes later, we received one last message.

"They were screaming.

"Then... silence."

The captain, his crew, they were from Sicily. Half of them did not even know or understand what it was they were carrying. They knew only that it was a good job, a paying job. A chance to see New York.

You are concerned with the safety of innocents, Spider-Man. This I know about you. These men... many of them, not all of them...were innocents.

As is... as is my daughter.

She knows little of what is said about me, and believes less. What I have done in the past.... is what I have done. If there was a price to be paid, I was willing to pay it.

It is not right that she should pay the price for my sins.

Not right at all.

I will tell you... as much as I can. You will perhaps understand why I cannot say more.

And perhaps you will understand more than I wish you to understand. It is, unfortunately, a chance I must take.

Do you remember when I asked you if you had plans for the weekend, and you said no?

Yeah...?

"You do now."

"These were dangerous people, Spider-Man. Killers. Hit-men. Gangsters of the old school, back when they still spelled ***gangsters*** the right way.

"I think I...may know where they ended up. Just sources, you understand. It would help me to sleep at night to know they are still...where they were.

"Where they should be."

Excuse me...

...is there anything else you need?

No, I'm fine, thanks.

Are you sure?

Mister Forelli said I was to make sure you had everything and...***any***thing you wanted.

No, I, *uhm*...

That outfit must be ***very*** uncomfortable.

But you can leave the mask on if you like.

Tell the truth, I think it'd be kinda hot, y'know?

So, how's it going with our guest?

Fine...

...just fine.

Just slide the food through the web and nobody gets hurt.

No lines at the airport. No waiting for a car. No fuss, no muss, right into the slickest set of wheels I've ever touched.

The private jets, the money, the women, the style...I begin to understand how a guy can get pulled into this life.

Which just makes it that much scarier, if you ask me.

It *would* be *"x-marks-the-spot,"* wouldn't it? But mob guys aren't exactly known for their imagination.

Does make it a bit harder to find what I'm looking for, though.

HONK! HONK!

What the --

EVEN NINETY YEAR OLD GRAMMAS SAY STOP MESSING AROUND WITH GAMMAS!

ILLEGAL TESTING

NO MORE NUKES

NO TRESSPASSING

GAMMA SHAMMA/ BAN THE BOMB

NO NUKES

NO NUKES

Hey... how's it going?

Well, I --

Great dude, where've you been?

No sweat, man. We've been here for days. Always time for new blood to show up, so the rest of us can take a break.

They snuck the first test past the media before we could do anything, but now that we're here, they can't test any more bombs.

The Army boys are pissed, but we're on public land, and they can't do anything until they can get a restraining order, and our guys in town are fighting it all the way.

That's great. I mean, it's a good cause. But what made you think I'm with you? I was just driving and --

C'mon, man, don't play around. We saw what you had.

Ground zero, man.

Ground zero.

The problem with the desert is that there's nothing to swing from.

But like I always say, when life hands you a lemon...

...squirt it in somebody's eye and run like hell.

Question is, what does a test site have to do with where these bodies are supposed to be buried?

Better to be safe than sorry.

-- if you'll come this way, General, we'll show you the latest.

Ever since we found the first tissue samples, we've been carefully digging through the layers, pulling out whatever we can find.

So far we've identified the remains of nearly a dozen people. We're pretty sure all of them were males, but we're still running tests. We also found traces of bullet fragments.

Apparently this used to be some kind of chemical dump, decades ago.

What were the bodies doing here?

Unknown. All we do know is that all these chemicals saturated the skins of the deceased, preserving them against the ravages of time. The desert climate also helped, the heat cooking the chemicals over the course of decades.

When the gamma bomb was detonated above ground, it must have interacted with the chemicals and the preserved organic material and --

And what?

The skin samples we've removed so far from the site have essentially reconstituted themselves. Even absent a heart, or a circulatory system, or oxygen, they continue to survive. We actually can't figure out how to kill the tissue.

But this is what we're worried about the most. As you can see, something dug its way out of the blast crater after the explosion.

Not possible. Nothing could have survived that explosion.

That's correct, sir. Nothing that was alive *before* the blast.

But that doesn't cover something that was dead...or artificially preserved...prior to the blast.

We don't know for sure, but given the missing body parts, it's possible that some of the pieces may have actually merged into one coherent form. Given what it would have taken to dig out from under tons of debris, the gamma burst may have also given it tremendous strength.

Great... just great. That's just what we need...

...a jigsaw-puzzle Hulk that can't be killed because it's already dead...

"...I'd sure hate to meet one of those in a dark alley somewhere."

JRJR'
+
S.H.

STAN LEE PRESENTS:

PARTS AND PIECES

-- and you have no *idea* what a relief it is to be able to talk to someone else about Peter's...

Well, about Peter.

I notice you never mention Spider-Man by name. Is there a reason for --

I still have...a problem with that name, Mary Jane. For so long that name was associated with things that, well, I don't really want to think about.

I know I can't work my way in from that name, and that costume, to find Peter. I'll have to work my way out, from Peter, to that name. He's who I care about, so sooner or later, I know I'll come to care about...the other half of him.

I know what you mean. It took a long time for me to get past that part of it.

So I always make sure to remember that the face on the other side of that mask is the one I would wake up to every morning, that I would kiss every night.

It's been slow since we got back, we're still sort of finding each other, but --

BOOP-BOOP-BOOP-BEEP-BOOP!

The key five notes from Close Encounters. We don't understand it either, but it seems to make her happy.

Sorry, May --

Hello?

-- *the most amazing thing, MJ* --

Peter? Peter, slow down. What's all that noise?

TEST

-- a bunch of people protesting the gamma bomb tests, they've been here for days, and Forelli sent me on a private jet, and the flight attendant made a pass at me, then I came all the way out here in the desert --

-- and I found the place where these mob guys were killed back in '57, killed and dumped in an illegal chemical waste dump, so nobody knew there was anything here when they set off the gamma bomb --

-- and I think it may have irradiated the tissues and chemicals and something crawled out of the blast crater, something big and I think it was the thing that's been going after Forelli, calls itself Digger --

-- only Digger's not one thing, not one entity, which is why it had more than one set of fingerprints, it's a composite of thirteen dead mobsters reanimated by gamma ray impulses. So how about *that*, MJ?

TEST

Wait a minute... a flight attendant made a *pass* at you?

Hide the breakables, MJ, I'm comin' home.

Home...

They took away our lives. Our names. Our homes.

Home.

Gone.

Gone.

Gone.

Gone.

Everything we were. Everything we had.

Gone.

FUTURE SITE OF Questor Industries

Forelli hired the muscle that pulled the triggers, but he couldn't have done it without the say-so of the other families. So they'll get theirs soon enough.

ONE

But first we start with Forelli.

E 86 ST

ONE WAY

It would be easy to kill him. But that's too quick. He took from us, so now we get to take from him.

Take away his power. His influence. His organization. His money.

6612

Take away everything that matters to him.

Everything.

Everything.

E 86 ST

ONE WAY

"So it sounds to me like Forelli's past sins are catching up to him."

Yeah, it does. I mean, he didn't say he was the one who gave the order to have those guys killed, but then again, he wouldn't.

So what're you going to do about it?

What I promised I'd do.

Digger doesn't care who gets in the way of his vendetta against Forelli. He's already hurt innocent bystanders, killed people...by staying close to Forelli, being his bodyguard, I have a chance to stop this thing.

And then what?

I don't know. I don't know if this thing can be stopped, or killed. And even if that's possible, there's still the issue of who and what Forelli is. He's probably hurt just as many people as Digger, maybe more.

I mean, it's ironic, you know? Digger shows up, and because he's tearing up the place, I can fight him, stop him. But I can't touch Forelli because what he does, he does in secret, behind closed doors. Subtly. Quietly. With an army of lawyers to back him up. It's just --

You're tired.

Yeah... I guess I am.

I should get you back to the hotel before it's too --

No.

No?

Not tonight.

I think it's time, don't you?

It's just...I want it to be right, MJ. No distractions, not when I'm tired, or chasing a case, or --

And will there ever be a day when that happens?

I came back for you, Peter. I love you. For everything you are, for everything you think you're not. Distracted or not, tired or not, you're my lover. My husband. And the dearest thing in the world to me.

Let me prove it.

I can bench press a car.

I can climb up the side of a wall. Fight twenty guys to a standstill. Swing across chasms thirty stories deep. Feel a bullet coming my way and move fast enough to get clear.

But something in her makes me gentle. Makes me shy. Makes me strong. Makes me happy to be alive.

And maybe that's it. Maybe that's what it really comes down to.

She ***makes*** me. Makes me whole.

She completes me.

So here's the thing, God... I know I complain a lot, and I know that you and me, we've got issues, but right now, just for tonight...

Thank you for her.

Thank you.

-- with Echo Park Baby coming in at the wire to take first place in the third race, paying odds of seven to one. Coming in to place and show are Grandma's Teeth and Silver Seasons --

-- so Forelli says to me, he says take the number. I says to him, I don't need no freakin' number, me and my boys, we can take care of ourselves, right? We been running this casino for years, we pay off the cops, we ain't got no problems we can't handle on our own.

Damn straight. So what'd you tell him?

You know Forelli, he's like an old woman some days. So I finally said, sure, yeah, I'll take the number. But I ain't gonna use it.

What am I, some kinda momma's boy, I gotta call home if I'm in trouble? Geddouttahere. I --

NO...NO... AAAAGGGHHHHH!

CRASSH!

WHAM!

Hey, Solly?

Yeah?

I think you better dial the number.

I wanna place a bet.

The bet's on how many of you guys are gonna walk out of here with all your parts and pieces.

Any takers?

I probably should've let MJ know I was heading out on patrol, but I couldn't bear to wake her. I --

BEEP-BEEP BEEP

Uh-oh...

Well, it *was* a great evening...

Huh...this is the address, but it looks pretty quiet. Maybe it's the wrong place?

E 2 ST

1414

ONE WAY

Geddouddatheway!

Move it!

Stop pushing!

I want my money back!

Nope. It's definitely the right place.

Hi, the name's Spidey, I'm here to deliver a Singing Strip-O-Gram.

So come on out and play, this thong is killing me.

But what kind of thinger would I be without a killer thong, I athk you?

Uh-oh...

CRUNCH!

WHAM!

So when did you start working for Forelli, freak?

What makes you think I'm working for Forelli?

You got here too fast. No police, no sirens. But *you're* here. That tells me you got a call.

So what're you, his latest lap dog?

I'm nobody's lap dog. I just don't like it when people start tearing up parts of my city.

Your city? Or Forelli's turf? TV said there's a robbery across town on twelfth. But you're here. Not there. Protecting his assets, not regular working stiffs.

See, this is how he gets in, gets under your skin. He gets you to do stuff because you think it's okay, nothing illegal...then inch by inch, he turns you.

Turns you until he *owns* you.

You know what Forelli is. If you're what you say you are, then we're all on the same side.

The side of the angels.

The angels? I don't think so. This is about revenge. Revenge for what was done to you.

Because I know who you are.

Who you were.

And what you are.

I know your names. Santo Castellani. Freddie Carnevale. Jimmy *"Little Man"* DeSanti.

Don't say those names...

Tony Mascapone. Louis Fredone --

I SAID DON'T SAY THOSE NAMES!

I wanted to get a reaction.

Well, I got it, all right.

That's it, next time I'm definitely sending flowers instead.

You want a piece of advice? Steer clear of Forelli. Let us do what we have to do. It's none of your business.

Sorry --

-- it's *all* my business.

OOOF!

I was right...

...he's not Hulk strong, but he's pretty close, thanks to the gamma rays. Best to keep this hit-and-run until I figure out a way to stop him. If he gets a good grip, I'm in trouble.

Not that I have the slightest idea yet how to stop somebody who's been dead and back again.

NO ADMITTANCE

But at least the civilians are clear. Now it's just the two of us.

Okay, so if I can't beat him physically one-on-one, that leaves option two: I have to out-think him. Get him mad --

Anybody ever tell you that you fight like a girl? I'm just asking in case there's anything you want to tell the group.

-- then find something to immobilize him. Doesn't matter how strong you are if you can't get a point of leverage to use that strength. So industrial cables might do the trick and I saw a place down the street --

What the --

SNICK-SNACK!

Holy --

Different day.

Same shi--

BRAKKABRAKKABRAKKABRAKKA

NO!

BRAKKABRAKKA

BRAKKABRAKKA

BRAKKABRAKKABRAKKABRAKKA

CRUNCH

TINK TINK

I think we took care of it.

It's nice that you think that way --

-- because I think you may not be right.

Tell... Forelli...

Tell him yourself. Collect. From hell.

...this time... we ain't goin' down that easy...tell him --

BOOM

Okay... that's enough, we're --

AAAGHH!!

WE SAID THAT'S ENOUGH!

MOVE IT! HE'S BRINGING THE WHOLE PLACE DOWN!

GET DOWN!

A AVE

AVE

E 2 ST

WAY

Whoa --

Yeah...boss ain't gonna like this. We didn't even hurt him.

Yeah --

414

-- good job keeping him there until we showed up. Good to have you as one of the guys, y'know?

What'd I say?

I told you, you talk too much.

I was just sayin' --

Shuddup.

They were wrong about one thing. They did hurt him. At the end.

I saw it.

Meaning something changed between the time he started fighting me, and the second time they fired.

Something he -- they -- didn't expect either. Just need to figure out what it was.

And this might be just the thing to help me do it.

No time to stick around and answer a lot of questions I wouldn't really want to answer anyway, especially if Lamont is there.

Besides, I have a stop to make along the way.

Funny thing is, I almost feel sorry for him...them...it.

Then I remember what they were in life. How many people they probably killed.

Then all of a sudden I don't mind so much that he was hurt a little.

Except...

6612

...except that I don't like being played for an idiot.

-- and I'll be right there in just a --

You do that again.

Ever.

And you won't have to wait for that thing to take you apart. I'll do it for you. Limb by limb.

I was concerned that you would not do what was necessary to stop him. You do not know what he is capable of. You do not know the kind of things he has done.

You're right. I don't. You do. You know why?

Because you're just like him.

Neither of you cares who gets hurt, who gets caught in the middle of your little wars. The creeps you sent in there didn't even check to make sure there was nobody in the way.

They were told not to hurt you --

That's not the point! Now I'm telling you for the last time, you let me do this my way, so nobody gets hurt, or --

Leave my father alone!

Lynne... you shouldn't be here --

I'm not afraid of him.

Listen, you don't know what you're --

I SAID GET AWAY FROM HIM!

SLAP!

I'm tracking a lead that might give me a way to stop him.

But understand: your guys hurt him, and if I were him, I'd be looking to hurt you back.

You, and the people you care about.

What should I --

Keep the pager number close. Keep her indoors. Sleep lightly. And one other thing --

-- the price is now twelve grand a day.

He's a terrible man, father. You shouldn't have anything to do with him.

Lynne --

I know what he thinks of you, the same everybody else does. But I know who you are. I know you're a good man. You shouldn't have to put up with such people.

You're better than that...you shouldn't have to --

Wait --

I'm sorry --

No, Lynne. I'm not better than that. I deserve exactly what I'm getting.

"You're the one who doesn't deserve this. I was always afraid my past would come to haunt you some day. But I always believed I could stop it, whatever it was. That I could take care of you.

"I was wrong. I need him. For you. For protection against my sins. I can't protect you against something like this. Only he can."

I'm sorry... I'm so sorry... God... God help me...

AMAZING SPIDER-MAN #54

Now that I had a sample of Digger's tissue, I'd finally be able to get some kind of idea what I was up against...other than a living-dead compilation of thirteen dead Mafia types missing since 1957 and now reunited in one big, green, gamma-irradiated, nearly-Hulk-strong body looking for revenge against the guy who gave the order to kill them.

Same-old same-old....

Stan Lee Presents: THE BALANCING OF KARMIC ACCOUNTS

PRYCE MEDICAL REASEARCH

Unfortunately, the kind of places that do this kind of testing aren't open for another four hours, and I can't wait that long.

And even if they were, I couldn't afford the tests anyway.

Y'know, that's what the super-hero community really needs. A good medical plan. Something we could deduct.

I mean, if Captain America can have a red, white and blue shield, why can't the rest of us just have Blue Shield? And why am I always the one who has to think of these things?

Because I spend too much time in self-examination, that's why. You think the Rhino worries about getting his tusk insured? Nope. It's just me, because I worry about these things.

Maybe I worry too much.

Great, something *else* to worry about.

Well, at least this shouldn't take long.

Interesting...the sample reflects the same diversity Lamont found in the fingerprints. Each finger had a different print, and the blood sample shows every possible blood type, all working together.

Which is, of course, impossible.

Only the excessive gamma radiation is holding them together, keeping the cells from rejecting each other.

So that may be the way to--

KLIK!

Nuts...

Okay, so you start cleaning that end, I'll take it over here.

If you'd done this last night like I told you, we wouldn't have to get up early. I hate getting up early.

You know what I hate most about getting up early? I hate waking up and looking at the clock and knowing the alarm's gonna go off in five minutes, so there's no point in going back to sleep, waiting for the stupid alarm to go off, and it's still freakin' dark outside--

--and all I can do is just lay there and stare at the--

--ceiling...?

You know you're not supposed to look up here until a second after I'm gone, right?

So? What're you waiting for? Say something...

I won't say anything.

But I want an autograph, and a picture of you signing it.

Hey, Rob, I thought you'd be done in here by now. Rob?

ENR JANITORIAL

Hey, Rob, you know you're not supposed to use the computers, man--

Later. Right now, nothing's getting between me and eBay, *nothing*...

--and the more I think about it, MJ, the more it all adds up.

Good... I'm glad it all...adds up... whatever it all is...

What time did you say it was again?

Six-thirty. Do you like the waffles? I nuked them in the microwave myself.

It's not that I don't *like* having breakfast with you, Peter, I do, really, and I can see you're excited about all this...whatever...

Gamma-irradiated bloodwork.

Yeah... that...

And I was having the best dream...I was dreaming about sleeping in today....

The gamma radiation isn't just making him strong, it's literally keeping him together. But the strain on his system must be enormous.

Which ties into something I've suspected for a very long time.

I think that's a wonderful dream, don't you think that's a wonderful dream...?

SEPT 2

Everybody's heard about the Hulk being able to change back and forth to Bruce Banner. But some of us noticed a long time ago that Big Green used to disappear all of a sudden, and we'd see some guy in a torn pair of pants running away for all he's worth.

We didn't talk about it a lot, 'cause we all have things we don't want other people to know about, but still--

I always wondered if there was some kind of trigger mechanism. Because if the change was tied to an energy discharge, it stands to reason that when it's used up, the Hulk goes dormant to recharge until something builds up again, maybe adrenaline, which would be key to a biochemical reaction like that.

Difference is, Digger doesn't have any way to go dormant and recharge. He can rest, which probably helps, but over time, he'll just keep losing energy.

That may be why he got loopy all of a sudden in our last fight.

And all this is complicated by having to keep so many diverse blood types and organs from rejecting each other.

That's nice, Peter.

Did you say you microwaved the waffles? Is that why they're turning to goo?

Not that goo is a bad thing, I know you tried, why some of my best friends are goo...

I think all I have to do is wear him out, keep after him until he runs out of juice.

Just have to make sure he doesn't kill me before that happens.

Right... absolutely... whatever you said, I support it.

It's so great being able to talk to you about this stuff again, MJ. I know other people might find the scientific stuff boring, but you've always been so supportive.

Hmm.

I am... absolutely...

...ZZZZZZZZZZZZ...

I love you. Sorry to wake you up.

...s'okay I was getting up anyway...

...love you too...

There are moments when I'm glad I have a spider on my chest.

The heavy embroidery is the only thing keeping my heart from exploding out through my chest right now.

Time to get to work.

Just one more stop to make on the way.

160

Thanks, Jake, see you tomorrow.

Sure thing! Maybe next time you'll leave a tip!

We're both public servants, Jake. It's a rough life and nobody appreciates us.

160

PUGLIESE'S COFFEE SHOP

SQUINCH

Squinch?

Did you like it? Tell me you liked it. I thought it was very subtle.

You know my car insurance doesn't cover this kind of stuff, right?

Funny, I was thinking about that sort of thing just last night; you want me to tell you all about it?

No.

Yawn

"Just thought I could come to you in my hour of need, Lamont--

"--even though technically it's a lifetime of need, but I bet you've got problems of your own, right?"

"Shaddup."

"Is that how people from your planet say good morning?"

'morning....

You didn't sleep last night.

No... no, I didn't.

Dad, you're going to make yourself sick over this. You can't afford that. Your health--

My health is the least of my concerns right now, Lynne. It's you I'm worried about.

I can take care of myself, you shouldn't worry--

Yes, he should.

I need to talk to you, Forelli.

Privately.

Yes, of course. Lynne, would you--

Certainly.

But I still think this...man... is the last person in the world who can keep either one of us safe.

You're such a sweet talker.

Spider-Man...

Right.

Did you get it?

Yes...a cashier's check for the money I owe you so far, for your services.

I made it out to cash, since you wouldn't tell me your name--

It'll do.

So much for "heroes."

Now, if you want my advice, you'll get out of this place, right now.

Get out? Leave? That's not much return on my investment.

I'm not here to be a dividend, I'm trying to save your life.

"If I'm right, your enemy is running out of time. That means he's going to be getting desperate. Desperation means he may decide to start cutting out the middle-men and come right to you."

But you can stop him--

I think so, yes. But it'd be easier for me if you weren't here.

And if you were straight with me about why he--they--keep coming after you.

"It's obvious this is personal. This is a vendetta. He's settling a grudge the only way he knows how. In blood."

I--

We're running out of time here, Forelli. Level with me.

I...

"...don't know what you're talking about. I'm a legitimate businessman. Ask anyone."

We don't have time for lies. If there's anything you know that can help me stop this thing--

Look, I hired you to do a job, now if you can't do it--

I can't do it if you don't give me all the facts!

"I'm sorry, that's all I can tell you. The rest... is my business."

Your business is about to get you killed. It--

Uh-oh--

EEEEEE!

STAY HERE!

Lynne! Ohmygod...

Gonna take our payment in blood...we never killed a woman before... first time for everything...

Including getting your butt kicked--

--by your friendly, neighborhood Spider-Man.

Note the hyphenated form, very important when you fill out your information for the prison board.

NRRH!

Get going... hurry!
I--
Now!
No!
Sorry--
--I think this is my dance, handsome.
NOOO!
You don't understand... you don't know what he *did*--
Yes, I do--
He killed us...you're protecting a murderer.
You oughta know.
Seems to me that since everybody who makes up whatever the heck you are was a stone killer, you probably got what you had coming in the first place.
There was a truce...
You really don't get it, do you? I don't give a damn about your truce, or your vendetta, or anything else.
Nobody kills people on my watch. Not even a lowlife like Forelli. Besides, whatever he may be, his daughter's not part of it.
I know...

That's why it'll make it sweet when I snap her neck in front of him. Now get *outta my way*--

No, he's right.

Your quarrel is with me. I'm the one who gave the order for all thirteen of you to be murdered. I was the one who went to the Commission for approval. Your problem's with me. Just...leave her out of it.

Forelli... you got stupid when you got old. Whether you die first or second, you're both dying.

NOBODY'S GETTING OUT OF HERE ALIVE! NOBODY!

Get going! I'll cover you!

But--

I mean it!

Because one of us isn't leaving this room in one piece!

There are times the spider in me gets out of the way of the scientist, when I have to figure out how to beat somebody.

And times the scientist has to get out of the way of the spider. The hunter. The part of me that enjoys this.

Enjoys doing the things that only I can do...precisely ***because*** I'm the only one who can do them. I can stop him. Them. I know it.

The scientist started this investigation. Got me this far.

Now the spider has to finish it.

Just got to keep wearing him down until he --

Look, what the hell do you think you're protecting, anyway? You wanna know what we think of the world you built while we were away? It stinks.

Yeah, guys like us, we were trouble. But the streets were clean, and you went to dinner at a club in a nice suit, and kids respected you, and everybody knew the world was gonna be even better tomorrow than it was today. Everybody. You get that, freak?

"Now whaddya got? Crap music about kids shooting kids like it was a good thing, stupid-looking baggy pants, lousy service, nobody thinks the world's gonna get any better, and there's no way out."

It's jammed...that's why he damaged the load-bearing wall upstairs...we can't get out!

A world like this deserves to be put out of its misery. Starting with Forelli. Kill the old sins before you start in on the new ones, y'know?

Well? You got anything to say about that, freak?

Spider.

I tear into him--them--with everything I've got. He stopped fighting to gain time. That means he's getting tired. Can't let up for even a second now.

Sonuva... leggo...get *offa* me...I said *get off* --

AAAAGGGGHHH!

MY ARM!

What the hell...what's happening to me?

What I hoped was gonna happen when I exhausted the gamma radiation that brought you all back and knit you together.

You're going to pieces.

Now to make sure he doesn't get away to recover, and put him out in the open, where I can do the most damage.

Listen, it's awfully warm in here, so would you mind opening the window for me?

NO! FORELLI!

NOOOO!

Thanks ever.

NO PARKING

WAY

Gonna kill you...gonna kill...

OOF!

KILL YOU!

How's it going?

Swell... did you know you have cactus growing in this garden?

My idea.

Somehow I just knew it.

No... damn it...

Got to go after him. Finish this.

CLANNNNG!

End of the line.

Heh...you know how many times we've used that line? But it takes a certain kinda guy to finish the job. You got the stones for that, freak?

You can't kill what's already dead. All you can do...is undo the mistake that did this.

We'll see...either way, I win...

We got ambushed...cut down...never had a chance. If this ends... we're goin' down... standin' up.

AAAAAAARRRRRRGHHHH!

I swear, they both went right down there, they --

WHOA!

Go back to the void. Go back to 1957.

Go to hell.

"You're sure he's...it's... dead?"

Because we lost you once you went into the sewer.

They're gone.

No thanks to the NYPD.

POLICE

NYPD CORON

My attorney will be filing a complaint first thing tomorrow. Because of the NYPD's failure to protect my life and property I had to hire outside help, which demonstrates negligence and prejudicial enforcement and --

Hey Sunshine...before you go any further, there's something you oughta hear.

Hey Willie...play it.

Sure thing, Lieutenant.

...whrrrrr... *Your quarrel is with me. I'm the one who gave the order for all thirteen of you to be murdered. I was the one who went to the Commission for approval. Your problem's with me. Just...*

Okay, Willie, that'll do.

But how--

He asked to wear a wire, figured he could get you to say something incriminating. You did. And there's no statute of limitations on murder, Forelli.

One dead monster, one busted mobster. Where I come from, we call this a two-fer.

Read him his rights, Dave.
Yes, sir.
No! You animals! Leave him alone! *Daddy!*
It's like I told you. Nobody kills anybody on my watch. What you did, the murders you ordered, led to this. Fixing the current problem was never going to be enough. Time to pay up, Forelli. Long past time.
Maybe... maybe so....
I swear, we'll get you the best lawyers in town... tell them you didn't do this... you couldn't have done this....
Y'know, I almost feel sorry for her.
She slapped me.
Then she's definitely my kind of woman.
Ask you a question? The cashier's check for what he paid me to work as part-time bodyguard... is that legal?
If he goes into a store and buys a bagel, it's a legal transaction. Where the money came from isn't the issue, and if we could prove it was illegal we would've gotten him on evasion years ago. So basically, consider yourself a bagel.
You didn't do anything illegal, the check's good, the money's been laundered so good that all the presidents' faces got chafed...the money's yours. Just as long as somebody declares it on tax day. Anything else?
Yeah... was *this* my coffee, or was *that* my coffee?
Forget it, I ain't taking the chance.
Me either.
For all I know, if I drink from the same cup as you, I might end up a costume myself.
The Annoying Lame-Man... I like it.
Shove it...

I don't think I've ever seen anyone's eyes get that big before. When you handed her the check --

Yeah, that was pretty funny.

Doesn't happen every day.

Nope.

Something I've been wondering... when you put the whole gamma radiation thing together with the Hulk's need to change back and forth by how tired or angry he was...I got the impression it was something you've thought about before.

I mean, you're a fast thinker, but I can tell when you've been thinking about things for a while.

Yeah, it's...

Look, every so often, one of us gets taken over, or controlled, or messed up by one of the bad guys. When that happens, it's up to the rest of us to stop it.

TAP TAP TAP-TAP

TAP-TAP-TAP

Everybody in our odd little community would deny it, but we all watch each other when we cross paths, looking for weaknesses, in case that day ever comes.

In case they ever have to stop me...or I ever have to stop them. But we never talk about it. Ever.

So in that case... you must've thought about how to beat the Hulk.

That's right.

So does that mean you've figured out how to beat him? I--

OW!

Hit my thumb. Hurts like a --

You're not getting out of it that easy, Peter. Could you beat him? Could you really beat the Hulk?

Yeah. Yeah, I could.

But the only way to do it, to really stop him, would be to kill him.

I hope I don't ever have to make that decision, MJ. And I don't even want to think about it. Not now. Not on a day like this.

No. Not on a day like this. It's nice to be able to put something bad to a good use.

Best money you've ever spent, Peter. I'm proud of you.

EST 1919

And she'd be proud of you too.

I hope so, MJ.

I love you.

I know.

But it still hurts, doesn't it?

Always will, MJ. Always will.

MIKE DEODATO JR.

STAN LEE PRESENTS:

Unintended Consequences

I thought I was free of the school jitters when I graduated. But damned if old Mr. Myers still doesn't freak me out when I'm late for faculty meetings. When I came back to teach I was sure he was dead by now.

Instead it's just an incredible simulation. Dead-A-Mania. Get your tickets now.

Aren't you guys late for class?

260TH UNION TPK

We aren't in school anymore, pal, so get stuffed.

See ya around, Melissa. If I hear anything, I'll let you know.

What about you?

Like you said, I'm late for class. You wanna make something of it?

So I'm supposed to believe you're just tardy and that you weren't planning on ditching with the others?

NO, I --

Sheesh! Forget it. I wouldn't expect an old nerd like you to understand.

Old?!

I see you didn't argue with the nerd part.

Old?!

Look, unless you plan on taking me to the Vice Principal's office so he can give me detention or something, I can make it to class just fine alone.

You still haven't convinced me you're just late. What were you doing with those other guys anyway?

It's just hard getting around on these crutches, 'kay? I was getting some help but I hadda wait till they were done lighting up.

Why don't your parents give you a ride to school?

You're just gonna make me more late. I wish you'd have just busted me or something. Later.

Just a minute, young lady.

I have a name. Melissa. I'd rather you used it.

Okay, Melissa. I have an obligation as a teacher in this school to see you safely to class.

Fine, yeah, whatever.

So who's your home room teacher?
Mr. Myers.
Oh, great.
You sound like you know him pretty well. Shouldn't he be dead by now?
I do, he isn't, and actually, this could work out well for both of us...
So, on final review of Mark Twain, we find he was quite a forward thinker and...
Melissa Coolridge! That's *another* tardy point to work off after school.
Peter? What're you...
Sorry I missed the faculty meeting, sir. But I thought it best to help this student to her first class.
You were her escort?
Yes. She was late because of her crutches, and I was late because I was her escort. So we're both clear. Sorry to interrupt your lecture.
Very well...nevermind the tardy mark, Melissa. With help of this calibre, I'm surprised you were even able to find the building.
And web the door shut.
Laugh all you want, Myers, someday you're gonna have to use the men's room in a hurry, and I'm gonna get there before you.

Good afternoon, Maude. Looking beautiful as always.

Oh Peter, you lie beautifully, darling, have ever since the ninth grade, so don't stop.

What can I do for you today?

I'd like to see the records for a Melissa Coolridge.

Let's see, here. Any particular reason for this one?

Just curious.

Not another one of your pet projects!

What's wrong with that?

Nothing wrong. Just with all the extracurricular things you do for these kids, do you ever get to sleep?

I've learned something about sleep. You don't need much of it.

You sound like my grandfather. He said the same thing when he was ninety-seven.

I am not old!

I am not old!

I am not old!

And I'm not a nerd, either.

Just, y'know... in case.

Ah, here it is.

Remedial reading? There's nothing remedial about that girl. She's got a very sharp wit and she's got a pretty solid vocabulary.

-P.S. 108 PERSONAL RECORDS -

COOLRIDGE, MELISSA
103-20 217 IN
QUEENSVILL, N.Y.
11242

COMMENTS -

01	ENGLISH 101	FRENZKE
02	SCIENCE: BIOLOGY 101 HON	PARKER
03	Remedial Reading - Am Lit. HISTORY 101	-Myers- SERGER
04	SOCIAL STUDIES -	RAMBLE
	MATH 101	
	HEALTH	

Yep, here we go, I can see another stray being taken in. Let me see those papers.

She failed her final exam in regular Lit last semester. So she's had to take the remedial to make up for it. Poor thing.

I remember her now. She was really upset about dropping the Honors Bio. She had to take an extra P.E. course just to keep her units up.

Which means she'll be on the sidelines in P.E. all semester with that leg of hers.

Hmm...

Thanks, Maude! I owe you.

Sure thing, Peter. Feel free to come by and lie to me anytime.

It'll make me nostalgic for my last two marriages...

P.S. 108

CHAMPIONS

93-94

C'mon, Melissa, it's not *that* bad.

Easy for *you* to say. You're not the one on the sidelines or walking on crutches all day, Joy.

I really don't wanna be here. Coulda skipped all day. Those idiots smoked too close to campus.

You got caught?

Mmm.

You gotta do detention?

Nah. Some other teacher came and helped me to class. Even told Myers he was helping me and that's why I was late.

Wow, nice.

He was just covering his own butt because he was late for the faculty meeting. You can't trust teachers.

Joy! Switch out with Marsha!

'Kay!

See ya, Mel.

Melissa, you can go ahead and dress for class. But I wanna see you after the bell.

Great... *now* what?

You realize that you're gonna be on the sidelines all semester.

Yeah, I know.

Good. Because you have an option, and you should be properly grateful.

I had a visit by Mr. Parker, who teaches Honors Bio this semester. He said he'd take you for the second half of the term if you wanna switch out.

Honors Bio?!? He really said that?

I think it's a good idea. Then, this summer, you can come back and train for basketball again.

All right! I'm *so* there!

Give this form to Miss Stevens in the Guidance Office and report to Honors Bio tomorrow.

Thanks!

This is the best thing that's happened to me all semester!

The Next Day...

NYC PDA

PS 108

LAB 5

BIOLOGY

You again! I should've known this was all too good to be true!

Why don't you take the desk up front by the door? It's available.

BREEEEEEEEEEEEEE

As we go through the lesson plan, I find that my instinct was right about her. She's a natural. Quick. Bright. Intuitive.

She has one of those rare minds that enjoys taking in things it doesn't understand and wrestling them into submission.

She's got potential.

I just hope she has the chance to realize it.

Need some help with that?

I can do it.

I know you can do it, but I'm the one who gave you all the extra books for class.

Where are your parents? Can't they pick you up after school?

Why do you care?

Why do you put up such a fight that I care?

Because it seems pretty weird, you going out of your way on my account.

And I think there's something weird about people who have to think there's something weird about people who are weird enough to pay attention to your situation and want to help out.

That's an awful lot of weirds in one sentence, yo.

Yeah...I think I blew out a neuron or two with that one.

Okay, then...

If you're really serious about this, then you can carry *both* my bags!

I do... but we still gotta walk slow.

Oof! Great... I hope you live close by...

Right...

One hour later.

Here we are! Home sweet home.

Let no one say you don't exert all effort in your studies...

It's good that I can still act the part of under-developed nerd after all these years. MJ would be proud of my acting skills.

Uhm... Melissa...

CRASH!!

What the-- ?

What am I gonna do? If it's a robbery, I can't whip out the webs here without causing a scene.

Hey! You can't do that!

Melissa-- *stop!*

Check it! One of 'em's home!

I smell lunch money.

You want trouble? Bring it on.

That so?

Excuse me...

I'll have you know I have a cell phone, and I'm not afraid to use it.

This is how you plan on protecting me? You *are* a geek!

Nerd.

What *EVER*.

Oh, no...

He's got Mom's *locket!* Give it back!

Try it and I'll--

Drop it. We weren't told to rough anyone up. Let's jet!

Don't let him take my mom's locket! Please, it's all she has from my grandmother!

Whoa--

HEY!

Oops! Ack!!

Damn, that girl's dangerous! But this works out perfectly.

Oops! Sorry! Coming though! Heavy reading! Whoa! My bad!

Now can I call 9-1-1?

30 minutes later...

I don't know what I would have done if you hadn't been escorting Melissa home. I really appreciate everything, Mr. Parker.

You can call me Peter, she's the one who has to call me Mr. Parker.

Oh how rude-- between the police report and the crutches, I haven't introduced myself. I'm Laura Coolridge.

It's a pleasure. Are you Melissa's only support right now? I noticed you were working late.

Yes, I'm a single mother. Melissa's older brother Jack is-- is--

He's in jail. That vigilante creep Spider-Man nabbed him a few months ago for supposedly stealing a car.

Melissa!

Is this... Jack?

Yes. His high school graduation photo.

Do you know him?

I just realized the time. I'm late for dinner.

Oh, you're married?

She's waiting for me at our favorite spot. Glad you got home okay, Melissa.

See you tomorrow at school.

Mel, come inside. It's dinner time.

He knows something about Jack, I know it.

Mel, come in and close the door! I'm not gonna pay to heat the neighborhood!

5 minutes later...

Hey, Tiger, you're actually on time! If you keep doing that, how am I going to know it's you?

Fingerprints, I guess...

Sorry... distracted. How was your day?

Obviously not as hellish as yours. What's up?

I... I think I'll be working *"late"* tonight, MJ.

Oh? Something wrong? You look upset.

I tell her about it. All of it--from helping Melissa at school, to taking out the thugs at her home, hearing how her mom eked out a living, and then realizing I put her older brother away for carjacking a few months earlier.

So, if you helped ***make*** the problem, I guess you kinda have to ***fix*** it.

I didn't ***say*** I made the problem.

Nope. You didn't.

Nuts...

30 Minutes later, across town...

We still got a lot of good stuff though. Ought to take care of the back-rent, easy.

Would be this kid's first pay-back too.

But I really didn't like losing my teeth.

I say we let the old landlord here decide if we go back and rough anyone up. Then he won't beat us up for beating anyone up we shouldn't have...

How was business today?

We, er-- it wasn't great, but we made your money back.

Where's Rudolpho? I wanna hear this out.

Went to pawn some of his stuff off.

So that being the case--

--anybody want to pay to buy this back?

Thweet Jethuth!

You guys ever think about looking behind you once in a while? Just, y'know, in case there's a friendly neighborhood Spider-Man following?

WWWWWWWWWWWWWFFFWWWWW!

What have you guys done...? Did you lead him here?

I'd appreciate it if you didn't leave until I said what I came to say.

Ack!

Take care of him!
Great, now no one's gonna listen.
I thought we could negotiate.
All I'm asking for is a quick audience.
Are you hearing me?
Guess not.
Look, all I'm saying is --
I won't come calling if you --
--if you don't go calling on people who can't defend themselves.
All right?
I knew no one was listening.

So that leaves you.

What?? What the hell do you want?!

No-- no, don't!

I want you to leave your tenants alone. Stop harassing them. Every time you harass them, we will play thump.

Thump?

I web you to the ceiling. The webbing lasts just a few hours. Then it dissolves. When it dissolves, gravity says hello and... thump.

Is that fair enough...

HUGH BENJAMIN MULLER
LANDLORD & REAL
WITH FIRST A

... Mr. Muller?

I take my time walking back. Every so often, it's good to handle something like this.

A clean case. Kid in trouble, mom in trouble, bad guys I can play thump with... no ambiguity. Except --

Except for that part about me jailing her brother.

You carry the weight of the world on your shoulders, Peter. It's too big a burden for anyone. Trust me on this one.

We haven't had time to chat in quite a long time, so I thought I'd drop by and see how you were doing. You don't exactly stick around.

Funny, Ezekiel. I thought you were the one who went off to Africa.

Which is nowhere near a subway station, I might add.

Obviously you haven't checked the latest maps. You'd be surprised what the government builds in the night when no one's looking.

So, you want to tell me what's got your brow furrowed?

It's... hard to explain.

Try me.

You ever hear of the Doctrine of Unintended Consequences?

I read a book once. That wasn't it.

Tell somebody you love them, or hit them, and you can't foresee all the possible consequences. You do "A" because it's a good thing. But "A" has consequence "B" which is a bad thing for somebody else.

Sometimes I focus so much on what I'm doing right now to fix something, that I forget even bad guys have families.

And if they're not around to take care of those families... what happens to them? Who looks after them?

Good question. I'll try to find a good answer.

Answer?

Ezekiel?

Just to make sure those guys got the right lesson, I swing by the area while I'm on patrol.

She's a dreamer. I'd hate for those dreams not to come true someday.

I don't know how to fix it. I don't know how to give her that future.

But that doesn't mean I'm going to stop trying.

AMAZING SPIDER-MAN #56

BRRRIINGG

ST 1919

P.S. 108

BIOLOGY

Good morning, Mr. Parker!

...mrmph...

I'm ready to kick that exam in the posterior gluteus today! Gluteus maximus! See? I studied.

...thzniz...

Thzniz...?

That's nice.

You don't look so good.

Why not? You up watching TV all night?

I didn't get much sleep, Melissa...

Yeah... that must be it...

It's nothing a little sleep wouldn't fix.

STAN LEE PRESENTS: THE REVOLUTION WITHIN

Better still, maybe a whole weekend's worth of sleep. To make up for eight nights spent watching out for her...

She gets in more trouble than any other kid her age could ever dream up.

All because she's looking for her brother, Joshua, who disappeared right after he got out of jail. A guy I helped put away.

CARTING

So, you guys said you know some folks who might know where my brother is.

Yeah, we asked 'em. They said they'd meet us here if you got a pic.

I have a picture of him taken not too long ago. I don't know if he's cut his hair or what...

They're pretty rowdy guys, you should probably have left it to us.

No way. This is about family and I have a responsibility here. Mom's really taking it hard...

...and if I don't find him, who will?

Oh boy... here it comes...

The cops sure as hell aren't any help and--

Well, now. Seems you came right on time, just like they told you to.

Hey, whoa, what's the problem--?

Your brother split on us before he paid us what he owes for some of the junk we sold him. When we heard you were looking for him, we figured, well, if we couldn't find him, we could always get it from you.

Yep. It's a setup. Damn!

But I can't just dive in without letting Melissa know I've been watching.

What to do...? What to do...?

You look scared. Good.

I ain't scared of you.

Yeah, he's not scared of you--

Don't help.

CRASH BLANG!

The hell is--!

THUD-CLANG!

AAAAAH!

Holy--

Let's go! Move! Get out of here!

You see anything out there, Harold?

Harold's an idiot, he never sees anything.

What's all the racket? What? What?

See?

C'mon, Mel.

Thanks!

One more crisis averted. I'll let the neighborhood deal with these guys. I gotta keep my eye on Melissa.

Tomorrow I'll figure out some way to keep her out of trouble at least for one night so I can be alert, and awake, and get some serious investigation work done. Shouldn't be that much to ask for...

BIO 5

G GRIFFON

...and the coefficient, over here, relates to the numeral over here by... well, it doesn't, they don't get along, but--

Mr. Parker?

Mr. Parker, the bell rang a minute ago! *Yo!*

It did?

Oh, yeah. It did. Sorry.

You got a fever or something?

Or is this just another geek trait? Daydreaming in Biology 101 about atomic cell subdivisions or something...

Don't you have another class to go to?

Yeah, I do. But I was trying to get your attention for a reason.

I want to talk to you--*after* school.

What? Am I in *trouble?*

Something like that. See ya.

Great, just serve me detention already. At least I could get some sleep.

Later, after school...

So what did you want to see me about?

What do you know about Joshua?

I...

I saw your reaction to his picture.

Nuts...the only reason I recognized him was because I was the one who turned him over to the police.

Well, I mean, I've seen him around, and...

So *you're* the creep who flunked him out of senior bio, *huh*? *You're* the reason he ended up on the streets.

That's why you...I mean, no, I--

That's why you've been trying to be nice to me, to make up for being a creep.

No, that wasn't me. I haven't been teaching that long. I just started here this semester.

Oh.

...you know, if he hadn't flunked senior bio, he'd have been a high school honors student. When he failed that class, he graduated, sure, but he didn't get to go to college.

Sorry to hear that.

He'd probably be a whole 'nother story if he met someone like you in school. Sorry for being mad, Mr. Parker.

Well, anyway, I'd better get inside and crack open the books.

Right. See you in class tomorrow.

If I don't sleep through class again, that is...I wonder if I could get Miss Dickens to substitute for me tomorrow. She doesn't have a life either. I could use a whole day's sleep. I--

Wait. Aren't those the guys Melissa was hanging with last night?

I told Mel there's a few spots we can check out before I get back to my usual all-nighter. It's a pain, but she's persistent, y'know?

Oh great.

Hey guys, thanks for waiting! I had to ditch my teacher. Anyway, I only have 'til six o'clock 'cause then Mom's home between shifts for dinner--so let's get going!

"Ditch my teacher"?!

At least she's only gonna be out until 6 p.m. But I can't just follow them around like this. Gotta try another approach.

Well, there is one option available to me to keep her caged in overnight at least.

If I don't find out where her brother is, she's gonna get herself into more trouble. And I can't keep this up forever.

One slightly illegal action and thirty minutes later...

I start at the ***courthouse*** because someone there must have access to records about Joshua Coolridge. I need to find out when he was paroled and what address or other information was on his parole papers when he left jail--and I don't have a lot of time before the courthouse closes.

The woman at the counter isn't exactly helpful. It was a lot easier getting information as a photographer for the paper. These days, "Science Teacher for High School Kids" doesn't allow me to swing my weight around properly...

Joshua Coolridge was released on good behavior by Judge Simon. That's all I can tell you. I will not divulge other parts of his record such as street address, when he was released or any other personal information.

Can you tell me where he's staying now?

I have no information on his current whereabouts. Only his parole officer would know, but he wouldn't release it either. That's strictly ***confidential*** material.

So, ***that*** expedition was about as helpful as snot.

Ezekiel?

Peter. Hello.

What are ***you*** doing here?

Just attending to some legal matters, nothing serious. Par for the course when running a business. You?

Ah right, him. Interesting case. Well, best of luck to you.

I'm looking up that guy I told you about the other day.

Yeah, you too...

I don't believe him, but a man is entitled to his own private life, after all. Besides, I have important stuff to attend to tonight and--

Wait a minute. "Interesting case"...?

But as usual, he's gone. Now I know how it feels when I do that to people.

Maybe it was nothing.

Hey MJ, it's me. I'm gonna be working late again tonight, but I think this should be the beginning of the end.

Hey, you got that part? Great! Listen, I'm gonna be on the Spidey phone tonight--

What? What's wrong with calling it the Spidey phone? I mean I'm not gonna be on this one, okay? You have the number for the other phone. Right. Feel free to call me. No, it's okay, I have it set to buzz before it rings. Right, bye!

*HORAN'S PL

It was time to do some old-fashioned journalistic investigation.

A few of my journalist pals used to frequent this place, because there was one particularly good informant who used to hang out inside.

I started checking with him for leads on Spider-Man. That way if anybody suspected anything, started asking around if I was doing my job, I had him to confirm that I was checking around, which I wouldn't do if I *were* Spider-Man.

I live a complicated life.

Yo, Pete! Long time no see! What'll it be?

A tomato juice.

One tomato juice coming up, ya stud.

Hello, Peter. It's been a while.

I've been out of the journalism rounds for a bit.

Need something, I take it?

I'm looking for a kid by the name of Joshua Coolridge. He left jail on parole but the courthouse isn't being friendly about it, and I can't find out where he went.

Thanks, Bill.

No problem. It's on the house.

One: back to what he was doing before.

Car-jacking. Not there.

Two: worse crime circles. Like the mafia, I'd say. If he's going for something higher than grand theft auto, that would be it.

My gut tells me no on that one. What's the third option?

There are only three places for a thug to go after jail...

Oh, the third option...

We don't talk about the third option...

So if I tell you about it, you never heard it from me.

That's fine. Not like I know who you are anyway, with that newspaper and all. Plus, I can make the information well worth your while.

There's a place, downtown, outside the fashion district, where a lot of different gangs are congregating. No one knows what the hell is goin' down, but it's gonna be big. I tell you about it only because you said this guy just got out of jail. A lot of the guys coming into this place were jailed and just recently let out-- or escaped. It's bad mojo down there.

Thanks, I'll see about it.

Don't say I didn't warn you.

First, I check in on Melissa.

She's a bright kid, so I worried that webbing her bedroom window wouldn't be enough to keep her safely inside for the night.

BANG! WHACK! SHUDDER!

Guess I didn't need to worry.

Mel? What are you *doing* in there?

BANG! WHACK! SHUDDER!

Nothing! Just remembered to write something down for class tomorrow! 'Nite, Mom!

It's not permanent webbing on the window. It ought to wear off when she's twenty-one.

Now it's time for some real adventure.

Without the babysitting part.

I did some more digging in the underworld and double checked the information my contact at the bar gave me...

And all arrows pointed to the same part of town...

Finding the right building turns out to be easier than I thought.

ALBERTS coast to coast

ALBERTS

It's the only one that's radiating "criminality" as brightly as the red-light district a few blocks away.

This looks too big to bust, plus I have no idea what they're actually doing.

I need a better look. Even if it's just a meeting where I can assess what they're up to, at least I'll get a good look at their faces and see if Mel's brother's here.

CREEEEEAK

Balcony seats... Looks like the show is about to start.

We accept that there are legitimate *causus belli*...

The Man is an identifiable human type, but on an unidentifiable scale. He is an enormous stirrer--a titanic mixer.

Causus belli? I have never heard guys like ***this*** use language like ***that*** before. In fact, I don't even know what the hell it means!

Okay this is tripping me out. Is this some kinda language for a massive takedown about to occur?

Look how he's shaken us up.

One could say, countervailingly, that when we said yes to this mission, we were truly visited by something very alien and unbelievably radical.

Keep your cool, and look for Joshua out there somewhere...

A completely new kind of enemy for whom death is not death--and for whom life is not life, either, but illusion, a staging-post, merely *"the thing which is called World."*

Where is the new recruit?

This is a vital question. Joshua?

Yes?

There he is. Good, because I was starting to feel lost in a Quentin Tarantino movie.

Oh crap--that's my phone! Gotta hang up before it rings.

VDDDDDT-

VDDDDDT-

Whew. Safe. But what the hell was Ezekiel doing calling this phone? I never gave him the number.

I'll have to think about that later--right now--

BREEEEE!

DAMN! I FORGOT ABOUT THE MESSAGE BEEP!

Who's there?

Reveal yourself!

Just your friendly neighborhood Spider-Man.

You'll note all those words have at most three syllables.

YOU!

That beep was for *you*. I have a message from your family. They miss you.

BAP!

SMACK!

AUGH!

AGHK!

Hey, I found a way to get normal sounds out of you guys!

We will not be easily overcome by an ignorant vigilante such as yourself.

You came looking for me... again?

NYC

I...I do not understand.

And apparently you don't use contractions anymore.

THUD!

I think that will be enough nonsense and bickering for one night, gentlemen. Let's get to work.

Ezekiel?!

I tried to ring you, but your voice mail picked up. I see you were otherwise engaged.

You're part of this racket--?

No, I'm *"this racket's"* *founder.*

Calm down, everyone. Let's all behave like the nice, intelligent vigilantes that we are now.

But he's--

It's all right. We're on good terms.

Where is Joshua, our new recruit?

I'm right here, sir.

You can get these guys to call you "sir"? Nobody even calls *me* sir.

Okay, I want ***answers***--

That's where ***what*** starts?

We all want answers. It's the right questions no one's asking. That's where it starts.

Everything begins with questions. I think even the Big Bang might have been a simple question. Perhaps: What am I? But let's leave the philosophy behind for a more personal answer to all of this.

When did you first meet Joshua?

At a busy intersection, during a car-jacking. I left him for the police to arrest.

"And what ***happens*** to people who are arrested?"

"They go to jail."

"And what do they ***do*** in jail?"

"This is stupid."

"What do they ***do*** in jail?"

"Serve out their sentence."

"How?"

"C'mon, this is stupid."

"Let me put it another way... How many hours in a day are there? Twenty-four, yes? How do you spend twenty-four hours in jail?"

"Eating, sleeping, brawling, watching TV, I guess. Some probably get visitation."

"They also get ***books***, if they think about ordering them. There are many people who spend their whole lives in prison reading books. What do you suppose inmates read about?"

ONE WAY

"I'm thinking the self-help bestsellers are probably not really big with the inmates."

"There are a few people who start to read books by J. Krishnamurti, Benedict de Spinoza, Aristotle, the Buddhist Sutras, Plato, Marcus Aurelius. *Why?*

"They *find* these books because they are *looking* for something...they are looking for pieces of themselves in authority... pieces they have failed to find in the authority of the world today."

"Yeah well, we all do that. And most of us don't mug, rob or perform grand-theft auto."

PAROLE BOARD

GRANTED

"No, we don't ask questions. We do not think critically as a society. We are told not to think by TV, radio, pre-packaged processed foods, drive-throughs, aerobics classes, late night infomercials, or the news.

"We are entertained, yes, but we are not taught to ask the right questions. There are only a few books open to a few minds in this country. Even less in this world.

"Do you pay attention to all the men and women you have thrown in jail, Spider-Man?"

"I--that would be *thousands* by now--"

"And perhaps *one* out of ten thousand picked up a book one day, a book about revolution starting within, or about critical thinking, about finding one's own voice...Would you ever know about that moment?"

One fragile moment where they are alone with nothing to distract them from their own mind, a mind that they've been too afraid their whole lives to listen to, a mind that finally opens up and starts to learn. One day, in one jail cell, in one part of this city.

Would you ever know about it?

No.

That's what I *thought*. And *that* is why you still have a long way to go at being a true guardian in the mythic sense, even after all these years hard at work. To protect the public is to not abandon anyone, you know.

Sounds great. Does it bother you that it's impossible?

Ezekiel *is* the impossible! We work with him because he doesn't ask us to worship everything he has to say. He encourages us to think for ourselves and make things change.

Unlike you. *You* stop things as they go wrong, but you don't do anything to keep them from going wrong in the first place.

I see you're still sore about my choice of the word "loser" on your web-cage.

You can snoop around all you like here. You'll find we are doing nothing illegal, treasonous, or counter-productive to society.

I'm happy to disappoint you that way. But I *do* ask that you keep this strictly confidential.

All right. I won't say anything about this--for ***now***. But if I find you doing anything even slightly blue, I will turn this whole organization in.

Besides, I didn't come here to bust you guys. I came--

--to find *you*.

I'm no longer involved in criminal activities, so point that sticky finger into someone else's clavicle.

It's about Melissa.

Melissa? My *sister*? How did you--

She's getting into serious trouble trying to find you. You owe it to her to come home.

I swore I wouldn't go back until I made something of myself.

Maybe you already have.

If you don't set an example for your sister, she's gonna fall, despite all your good intentions and a passing acquaintance with the Oxford English Dictionary.

Not that I keep an eye on anyone I've turned in, or look after their families while they're incarcerated or anything, because like you said, Ezekiel, I'm not that kinda guy... *right?*

Maybe.

And maybe my associates here aren't the *only* ones who are learning a few things about thinking long-term...

...so then what happened? Did he ever visit her?

Yeah... he did.

Tell you the truth, I was pretty proud of how it all went down. I couldn't have timed it better if I'd written a script for the Hallmark Channel. But to be on the safe side, I left her window webbed. Just for a while.

It's like those old science experiments where you seal off all the exits so the rat has only one way to go to get the cheese and--

What is it? Am I talking too much about the "Other Me," or maybe I didn't ask you how your day went, and I know how I can get caught up on one topic and talk for a long time without stopping in these really long run-on sentences and--

You're doing just fine, Tiger.

Oh, Thanks.

You still didn't tell me how it was when you first saw them together.

Oh, right.

It's like I said, the constant variable is not the part of it that you're getting incorrect, it's the--

No way!

It's--

--Joshua?

Hi Mel. It's been a while.

JOOOOOOSH!

YOU JERK!

OOF!

GOD, MEL!

Don't ever take off like that again!

I'll be feeling how close that was to my solar plexus for at least a week.

It's so good to see you, and--

Where the heck did you learn to talk like one of our biology textbooks?

Hey, c'mere! This is my brother, Joshua. Joshua, this is my senior bio teacher, Mr. Parker.

Nice to meet you, Mr. Parker.

It's... nice to meet you, too.

...*again* anyway, and on good behavior now.

I looked all over for you, Josh. Sheesh, I mean the only person I didn't get a chance to ask was that stupid creep, Spider-Man.

Mel, I got a visit from Spider-Man the other night saying you were getting in over your head here.

What a *loser!* I am *not!* I was worried about you--*seriously* worried--and you never came by after getting out of jail so I took it upon myself to--

I'm sorry. Did you say that you actually got a visit from Spider-Man?

Yeah, he looked me up at my new job and then gave me a lecture about falling out of touch with my family. Why?

I just had to do it.

Huh. Sounds like somebody here has a Mythic Guardian. Spiders must like you, Melissa.

What? *Why?* I mean--do you think that Spider-Man was...No way. But there was that whole *thing* with the gang and the weird thing with the garbage bins falling and...

You're just *messin'* with me!

Could be.

You're such a geek.

I think you mean nerd.

Whatever.

Josh, you're staying for dinner. Mom gets home in half an hour. I'm chaining you to the couch until then.

Later, Mr. Parker!

One down.

About one thousand, seven hundred and forty-three left to look in on.

It's going to be a great day.

"So today I've got a real treat for you."

HS 108

Stan Lee Presents... HAPPY BIRTHDAY Part One

It's easy to see science as just problem solving. X is to Y as Y is to Z. But there's poetry in science. There's elegance and beauty in science.

So I ordered, out of my own pocket, mind you, copies of my favorite chapbook ever written. A book that brings together science and poetry in one magnificent equation.

Let me guess...it's called *"The Poetry of Science."*

Very funny. Who'd give a book a lame name like that?

It's called "Poetry *and* Science."

And just for that, Joey, you get the honor of opening the box and handing out the copies.

There comes a point where, whether you're discussing quantum physics, dark matter or the birth of stars, simple words and equations aren't enough anymore. What you're looking at is so remarkable, so breathtaking, that you have no choice but to fall back on poetry.

-Poetry as language!

-Science as languag

Er, Mr. Parker--

I know what you're thinking. How can poetry, the language of the heart, ever intersect with science, the language of the mind?

No, actually, I --

Good question.

That's why I wanted each of you to have this book, as my personal gift to everyone as we get closer to summer vacation. I found this in the school library when I was your age, and it opened my eyes to the beauty and elegance of science. It changed my world in ways I can never explain to you.

I want you to have it in the hopes that it will affect you as it did me.

— Poetry lanou

Becky, I want you to start off by reading from page sixteen.

Mr. Parker, are you sure you--

It's the passage that started me on the road to science. The passage that changed my world. The words that made me who I am today.

Go on, Becky.

ESSENTIALS OF COOKING WITH FOWL AND PIG

ESSENTIALS OF COOKING

Well... okay.

...ahem....

"First, take the chicken by the legs and spread the legs as far as you can. Then pin the legs back and begin to stuff the opening with one hand while--

ESSE

Waitaminnit--

"--with the other hand--"

WAITAMINNIT!

GIVEMETHATWHATTHEHECK?!?

But this...this isn't --

So, Mr. Parker--

ESSENTIALS OF COOKING WITH FOWL, PIG AND COW

by Bernadette Carol-Meyers

--which part of that was the one that changed your life?

HA! HA! HA! HA!

This was it. This was the last straw. I knew this would be the biggest battle of my career. But it had to be done.

I was going to slay the monster in its lair. I was going to go into dark places and do battle with the dragon.

Come what may, live or die, I was going after Julie in Administration.

2B

ADMINISTRATION

--and I was talking to Shirley over in accounting, and she said that she's been sending Janey's checks to a new address. She's apparently living with David, but she doesn't want anyone to know, because--

EXIT

JULIE!

Hello, Peter.
I didn't know you were working today.
I'm here *every* Tuesday and Thursday.
Yes. Well, except when you call in sick. Which happens so often. It's not my responsibility to keep track of these things.
When I wanted the poetry and science chapbooks, you said there wasn't money in the budget, I'd have to pay for them myself.
That's right.
So I said I'd do the order, but you said individual teachers can't place orders, they have to go through you.
Yes.
You ordered the wrong book!
Are you sure?
What do you *mean,* am I sure?
EXIT
The title I wrote down is the same title that's on the book. This is the book you ordered.
Well, I'm sure you feel that way now, but I'll have to check with--
No it's *not.* You probably wrote it down on one piece of paper and lost it, and wrote *that* down by accident. I *wouldn't* order a *cooking* book.
I--*didn't*--*order*--*that*--*book!* And I want my money back.
I'm sorry, but we can't re*fund* your money, because you didn't *give* it to us in the first place.
You'll have to get it from the publisher.
Because you said *not* to.
I *can't* get a refund from the publisher, because I didn't place the *order.* My name's not on the invoice!
Well. There you are, then. There's nothing I can do.
Yes, there is. *You* can send the books back, and *you* can ask for either a refund or the *right* books. This is the *fourth* time I've had to go around like this with you--

Yes, and we're still dealing with the *last* problems you brought to us.

So I'll see what I can do.

Problems that I *brought*--

Don't tear her desk into shreds and feed it to her, don't tear her desk into shreds and feed it to her, don't--

By the way, Peter--

--I hear it's your birthday in a day or two. What kind of cake would you like?

EXIT

SLAM!

They never understand. Students come and go, teachers come and go...

...but administrative assistants go on forever.

"You have to understand, I'm not a violent man."

I mean, what I do sometimes requires violence, but I'm not a violent man, I'm really not. But I just--

You wanted to deck her.

Twice.

And I hate feeling that way. Why is it that people feel the need to take whatever little authority they have and shove it down your throat? And the smaller the authority, the bigger the shove.

It offends you, doesn't it?

Yeah, it does.

Why?

I--

What do you mean, why?

Why does it offend you?

Shouldn't it?

If a lion broke out of its cage at the zoo, and bit you, it would hurt, sure, and you'd be upset, of course. But would you be offended?

No, of course not.

Why?

Because that's the nature of a lion.

Some people by nature are kind and charitable. You could say that some people, including at least one person at this table, are by their nature heroes.

Ben always reminded me that we each contain all the nobler and meaner aspects of humanity, but some get a bigger dose than others of one thing or another.

Some are petty, and mean, and uncharitable. That's their nature. You can hope for better, even try to lead them to better, and you may even succeed.

But when they behave badly, it's right to be upset by it, or hurt by it, but you can be no more offended by it than you can when a lion bites you.

Because that's their nature.

So what's *my* nature? Really?

I think I'm a hero, but am I really just as petty as Julie? At the end of the day, what am I?

Peter?

And why the heck is there always one of you guys around when I start asking questions like this?

You okay?

Yeah...fine. Just watching the lightning. I used to love watching storms when I was a kid, even though they scared me.

I'd count the seconds between the flash and the thunder and figure out how far away it was. And I'd watch the light to figure out what kind of lightning it was.

Show me.

Bolt lightning.

Sheet lightning.

Red lightning.

Red lightning?

Never a good sign.

MJ?

Yeah?

I gotta go.

I know.

I can hear the sirens even before I'm out the window.

I don't know what's going on, but it's big, that's for sure.

Awfully big.

...holy....

2003

DISCOVER

I ♥ NY

CUP

On second thought, holy has nothing to do with this.

FOR ASGARD!

SHRAAKK!

Get 'em out of here, Sue! I'll cover you!

What about you?

I'll be okay! Just go!

Get behind me!

Daddy!

No!

They don't talk. None of them. I don't think they *can* talk. They just grunt with fury.

Head down Fifth! It's clear! Go!

Right!

And they're strong. Awfully strong.

They're all over me in an instant. Fists in every direction. Can't see. Just got to keep swinging, find an opening.

Somewhere.

Webbing's no good... they just tear right through...can't take much more of this...

Can't see to web up...they're pulling me down...what the hell *are* these things?

Doesn't matter. Can't *let* it matter. If I'm going down--

--I'm taking them with me!

Get off me... get *off* me...

GET OFF ME!

What --?

Okay. So. We gonna hold hands, dance, or fight?

And just so ya know, the answer is number three if ya wanna live.

Ben...?

Ben!

Yeah, yeah, ya can get my autograph later. Now, whaddaya say?

LET'S KICK SOME TRANSDIMENSIONAL BUTT!

He's got my back. I've got his.

We can't lose.

WELCOME TO THE CITY, BOYS! LET ME SHOW YOU HOW WE SAY HI IN THE BRONX!

The key is to keep them from dogpiling me again until I figure out what the heck's going on.

Ben... you said something about these guys being transdimensional--

They're from the Faltine Dimension. We've fought 'em before. They're called the Mindless Ones.

The Mindless Ones?

We're being attacked by hockey fans?

Hey! I *like* hockey!

And this disproves my point... how?

Look, only thing that matters is, Reed says we gotta keep these things bottled up in Times Square until he can rig up a doohickey to close that dimensional gate and send 'em home.

Doohickey... that's the technical term, right?

Yeah, I got your technical term right here.

See all that up there?

Yeah?

That's the doohickey getting finished. Should work great, assumin' it doesn't blow up the whole freakin' building first.

HELLLIPPPPP!

Ben--

It's okay. Go on. I got 'em.

I'll come back as fast as I can.

Take your time, I'm just getting warmed up.

"How we say hi in the Bronx," he says. Gimme a break.

Lemme show you how we do it on Yancy Street...

Stopping these things is only part of the problem. It's the civilians caught in the middle who always pay the price.

Help me! Somebody, please!

Hang on!

Got you!

Oh!

You're safe now.

Thank you! Thank you, I --

Waitaminnit... that voice.

It can't be--

Can't be what?
I --
Is everything all right?
Julie.
Fine. Just fine.
You sound funny. Are you grinding your teeth under that mask?
No. Ma'am.
Doesn't matter. I probably wasn't using that molar anymore anyway.
Here you are. This should be safe. Now, I --
Wait... before you go--
What?
Could I have your autograph?
For the children.
For my niece.
Her name is Julie. *"To my best friend, Julie"* would be great.
Well, there goes another molar.
One more and I become an honorary Gabby Hayes lookalike.
to Julie from Spider-Man
If you can pull it out of the ground, you can have it.
You... but--
My feelings exactly.

This is bad. They just keep on coming.

Some of them are already starting to get past the blockades. The whole city's going to be overrun by these things pretty soon, unless--

Yes!

ANYONE WHO CAN BREAK FREE, MEET ME ON THE ROOF! HURRY! WE DON'T HAVE MUCH TIME!

I need you all to listen very carefully.

I don't know how the Mindless Ones managed to open that vortex and cross the border into our dimension, but I think I've figured out how to close it again.

This will funnel everyone's power through every vibrational plane until it finds the right one, the one that matches the Faltine Dimension, where they come from.

Once that happens, we overload it and--assuming the equipment doesn't explode--cause the vortex to collapse. When that happens, it will create a kind of vibratory echo that will pull back everyone who came through it, wherever he might have gotten to.

Sounds reasonable. Let's do it.

I have a concern.

Even in hallowed Asgard, we have heard whispers of such creatures. Just as we have heard that the one called Doctor Strange stands between them and the mortal world. Should we not wait upon his arrival before undertaking anything so grave?

I agree.

I mean...in theory, it all sounds great. But face it, there's science and there's magic and what works on one doesn't always work on the other.

Like when you're trying to jump-start somebody's car, and you look at the cables and you can't remember if it's positive to positive or negative to negative, and if you get it wrong there's just this mess where the other person's battery was, and...

Does anybody else want to talk now?

I understand your concern, Thor. And your metaphor, Spider-Man.

Well, mostly.

But I'm afraid we don't have the luxury of time. By my calculations, if we don't move, within the hour there will be tens of thousands of deadly creatures swarming through the New York streets on a path of utter destruction.

We're getting a new cab company?

We have to take the chance. Ready?

I'm good to go.

Thor stands ready.

Say the word.

Here we go.

All right...stand by... stand by...

NOW!

That's it... sensors confirm the vortex is pulling everything back into itself...keep going, give it everything you've got--

Just a little more! Hold on!

That's it! Hang on --

"By the vapors of the Vishanti! *NO!*"

What the--

Do you not realize what you have done?

Yeah, saving the town while you were off snoozing somewhere--

No...you have been tricked. I came as soon as I saw...

It doesn't matter. It is too late.

I had defeated my most terrible foe. Had sent his essence into a dozen different dimensions, diffusing his energy so that it would be impossible for him to reconstitute himself.

What's too late?

He must have had just enough strength left to contact his minions...arrange for an attack that would cause you to bring just such dire energies to bear, in such a way as to pull that which was lost across all the dark dimensions, attracting them all to this one place.

And in so doing, bring his essence from its scattered domains so that they might rejoin and become one.

The nightmare begins again.

"Once more, Dormammu returns!"

HARRIS '03

It is as I feared. Dormammu has returned.

Stan Lee Presents...

HAPPY BIRTHDAY

Part Two

I thought you said he couldn't come across to this dimension on his own.

And he did not. By tricking you into gathering all the magickal energies from every dimension to try and close the portal, you summoned his essence from where it had been dissipated and scattered.

He could not pierce the veil on his own. Which is why he needed all of you to unwittingly act on his behalf. So that your combined power could bring him here, in pieces, and reconstitute his essence.

Hello?

Standing right here.

It's just...if he's barely managed to pull himself together, maybe he's still vulnerable. The sooner we hit him, the better.

He is correct.

Thanks. So if we all hit him at once--

Right up until that point.

Nuts.

Physical strength will not suffice against Dormammu. I must confront him myself, mystic against mystic.

You will have more than enough to do keeping his minions, the Mindless Ones, from doing more damage than they already have.

Protect the city. But leave Dormammu to me.

You heard the man.

Yeah, but if something happens to the Doc--

Let's get busy!

WHAAMMM!

Tell the truth, sunshine. Ya missed me, didn't'cha? You got that look on your face.

KERASSHH!

Here, lemme change it for you.

=Sigh=

As I always say, in for a penny, in for a pounding...

At last... I breathe again, I walk again, I live ag--

ACCHH!

Who dares?

I dare.

By the hoary hosts of Hoggoth, the fires of Ikthalon, the all-seeing Eye of Agamotto and the Winds of Watoomb--

On second thought...let's just get to it, shall we?

¡¡WAMM!
No...get back...
I hope this isn't your car.

Because I don't think...this is covered...by your insurance...

UNGH!

Daddy!

Hold on!

Everybody okay?

Yeah... yeah, I think so.

But what's that?

It's someone who chose to go it alone.

It's...

Hey! What's the worst that can happen?

There's no question in my mind that I'm in way over my head. I'm a scientist. I don't do the whole mystical thing real well.

But no one fights a lone battle in my town. Especially Strange.

He's helped me out a lot lately, and I owe him better than that.

Your strength fades, Dormammu. I can feel it.

It is still more than enough to finish you, mortal.

If defeating you means burning up everything that is me, so be it. I would not have done so before, but now I have tasted death once, and I do not fear tasting it again.

Do you, Strange? Do you fear death?

If it would protect this world from you, I would die a thousand times.

Then so be it!

Holy--

No!

Sorry, this is a private dance, no cuts.

So how about we--

ZZZZZAK!

UNGH!

...you shouldn't be here...

...your presence is changing the dynamic of the spell...

...get out...get out while you still...

...no!

KA-BOOOM!

Am I dead?

Because if I'm dead...then who or what is the I that's asking this question?

And if I'm dead, why does my nose itch?

And what's weirder is I can't *find* my nose anymore.

Okay, this is seriously starting to creep me--

Be.

Silent.

Doc? Doc, is that--

BY THE VAPORS OF THE VISHANTI DOES IT TAKE A COURT ORDER TO GET A LITTLE SILENCE AROUND HERE?

Yep. It's you, all right.

Sorry.

Does that count as a word?

One word--just one more word--and when we return to our dimension you will do so in the form of a toad.

[illegible]

It is taking all my power to reconstitute our physical forms in a place outside the physical.

Meaning...?

I am sworn to protect our dimension from Dormammu and all such entities of darkness. Once up to his full strength, no one could oppose him. He would reduce Earth to a smoking cinder and move on to every other world we know.

My purpose was to force him to act before his strength was fully controlled, then turn it, bend it to disrupting space-time around us until--

Until you were both torn apart and scattered to the multi-dimensional winds, is that it?

You were going to throw away your own life to--

Extreme problems often require extreme solutions.

Your presence alarmed Dormammu, and he countered in a way I had not expected. The mystical equation was altered.

Good. Then I'm glad it happened. Because nothing's worth throwing your life away. There's always another way.

I was not willing to risk the life of the universe itself to determine that. There was not enough time.

Unfortunately, time is now all we have.

So what does that--

I believe you will now find your nose acceptably close to where it has always been.

What do you mean *acceptably* close? I--

Back away a bit, Strange, you're creeping me out.

Where are we, anyway?

Your eyes are functioning again. Look around. See for yourself where your intrusion has brought us.

Welcome to the void. The long ***precreation hesitation*** which existed before there was time and space, and remains forever outside them both.

Wow...

...we're trapped outside time and space. Don't you just hate it when that happens?

Then this has happened to you before?

Nnnnnnnno, but I figured it'd probably happened to you, but if it hadn't, I was, y'know, trying to keep a positive outlook, like this happens all the time--

It ***may*** be within my power to return us to our dimension or an approximation thereof.

It is ***definitely*** within my power to leave you here.

Well, ***some***body sure got up on the wrong side of the incantation this morning.

And what did you mean when you said we might return to an ***approximation*** of our dimension?

As I said, we are outside time and space. My skills may correct one, but not both simultaneously. Even if we return to the correct part of space, we will remain outside time, moving back and forth unpredictably.

Anything I can do to help? Other than, y'know, shutting up so you can concentrate?

That would be a most admirable start.

Ni, ni infalli tu dishok, ni amagotto, ni faltine, tu darkanno--

Oboy... here we go. Did I mention I really hate all this magical stuff?

--enrinaro, nul caldo tu zarzat--

BBBRRRAAA

It can't be... it can't--

Hey, move it, buddy.

HONK! HONK!

MAXELL

UNTIL SEPT 25

JOE LOMBARDI

MAURO Jewelers

You're holding up traffic. Now gedoudda here before I--

But... how can--

It is as I told you--

30 RENTALS 30 NIGHT

YOUR SEASONS WOR

--we are outside time.

You are seeing the moments before Dormammu arrived, and the future after all were slain trying to stop him.

But for the moment it still remains a possible future.

It's Shroedinger's Cat.

Shroedinger had this idea that if you put a cat in a box where there's a fifty-fifty chance of poison gas being put into the box, until you open the box the cat is neither alive nor dead, but in a state where it's both alive and dead.

Once you open the box, the quantum possibilites collapse into one reality. A dead cat. Or a live cat.

Exactly.

We are inside the moment ***between*** moments. We may even be able to affect what happens when the quantum possibilities collapse into one reality, ***our*** reality, our future.

We cannot let that moment become this moment. Because I can feel Dormammu sweeping across the planet, leaving only destruction in his wake. All the heroes are dead, leaving behind only the dead, the dying and the wounded--

Help me... someone please, help me--

That's MJ...I recognize her voice!

No! We cannot become separated! If we do, we risk becoming lost--

HELP!

I know what he's saying is true, but if this is even a possible future, I have to protect her if that future becomes the real one, I have to--

Hang on, MJ! I'm coming!

Get away from me! Get AWAY!

I'm not afraid, I'm not afraid, I'm not--

YOU HEARD THE LADY. BACK OFF!

GET BEHIND ME, MJ! STAY THERE!

...Peter...? But I thought you were--I saw you--

Don't believe everything you see on the TV, MJ. Not in this economy.

Just got to clear enough space, buy enough time to swing her out of here before--

EEEEEEE--

NO!

SNAP!

MARY JANE!

NOOOOO!

Oooof!

I'm sorry, MJ, I'm sorry, I--

I'm sorry, May. I'm sorry I let you down.

What the--

I'm nearly out of time. But I'm okay with that, May. There's time for one last stand.

I'll do you proud, May. I swear it.

May?

No...

...no...

RIP
MAY PARKER
LOVING AUNT
DEARLY MISSED

I'd like to stay and talk, but they're coming for me now.

I have to go.

Goodbye, May. I love you.

This can't be.

Can't be.

I shouldn't be here, I--

RIP
MAY PARKER
DEVOTED AUNT
DEARLY MISSED

You shouldn't be here.

What--

I'm sorry, I--

This area is off limits except to authorized personnel.

No...it can't be...

Yeah, typical Parker, can't see where he's going even *with* the glasses.

"We are inside the moment *between* moments.

"We may even be able to affect what happens when the quantum possibilities collapse into one reality.

"Our reality.

"Our future."

AMAZING SPIDER-MAN #500

I'm lost in time.

Caught between what was, what is, and what may be.

Caught between moments.

Caught between possibilities.

With the potential to change it *all*.

Behind me is New York, and the Mindless Ones, and Dormammu, and the death of every hero in the super-hero phone book unless I can get back there.

What do I do?

Where do I go?

And most important, what do I ***dare*** to do?

Stan Lee Presents

HAPPY BIRTHDAY, PART THREE

I'm looking at me at seventeen, as the irradiated spider falls toward my hand.

FREEZE!

I'm looking at me older, much older, and somehow I know that this is the end, this is my last stand.

Parker! C'mon, stop daydreaming!

My beginning.

My end.

I can stop this.

I can hit that spider from here with a web, deflect it, and I never have to live like this. Never have to accept these powers. Never have to endure the things I've endured. Never have to make the mistake that killed Uncle Ben.

I can step in, save my future self from what's coming. Buy a little time to find out what's going on and what to do next.

I can--

I was wondering when you were going to get here.

You knew I was coming?

Yeah, I knew you were coming.

You...and someone else.

I don't see anybody.

No. You wouldn't. In the shadows and the dark, nobody could see me when I didn't want to be seen.

I was good back then, Lamont. I was damned good.

Yeah...yeah, you were. But what does that have to do with--

R I P
MAY PARKER
LOVING AUNT
DEARLY MISSED

It doesn't matter. Nothing matters now. Say what you came to say.

It doesn't have to be this way. You know that. If you surrender, take the manslaughter rap, I can help you.

But I can't protect you if you keep going.

Don't do this, Pete. Don't. You're not as fast as you used to be. They have the advantage, and the tech, to take you down. They'll kill you. You know that. You ***have*** to know that.

I know.

But I can't go back now. It's too late. What's done, what ***had*** to be done, is done.

Goodbye, old friend.

Pete, please, listen to me --

It's time. Walk away.

Don't look back.

As soon as the freak moves, take him out. We've got full authority to use lethal force. So don't think twice, because if you do, he'll tear you apart before you can do the same to him.

Understood.

There's nothing you can do. Even if you try, time is about to flip again. Just remember what you've seen here.

I can't warn you about what's coming, because if you know, you'll only make things worse.

It's better this way. Better for me. Better for MJ.

RIP
MAY PARKER
LOVING AUNT
DEARLY MISSED

And better for our son.

His name is Ben.

But it would pretty much have to be, wouldn't it?

We had a good run. We fought the good fight.

And MJ never stopped loving us. Even when it all went bad.

Nothing else matters.

Holy....

Nothing.

Tell MJ you love her. Tell her every night, and every morning.

And as gently as you can, make her understand...

...that we all fall, sooner or later. Nobody lives forever. Nobody gets a free pass.

What matters is that you go down fighting...

...and you go down clean.

...clean....

...clean..

There's nothing you can do...

...nothing you can do.

Isn't there?

I can stop it.

I can put my life back the way it was. Make my life mine again. Ben won't have to die because of me.

But how many other people will die because I wasn't there to save them?

I can't--

God help me...I'm sorry, Ben--

I can't, I can't, I can't *Ican'tIcan't Ican'tI--*

AAAA

I'm sorry, Ben...I'm sorry... I know you would've wanted better of me. I --

Spider-Man...

Doc...? Doc Strange?

I apologize for the delay...it has taken all of my power to find you.

You've gone too far down the timeline for me to come to you. If I try, we may both become lost forever.

So what do you want me to do?

You have to come to me. You will have to find me.

Great. Swell idea.

Ummm.... how?

You will have to come back up your own timeline until you reach the present.

Uh, huh.

Did you get that part about *"how?"*

I am a Sorcerer Supreme, Spider-Man. I miss nothing.

Okay, okay, just checking, don't get your cape in a knot....

I've sent the Spell of Becoming in your direction. You should be seeing it any time now.

Yeah, I see it.

Let it enter you, and bring you forward through your timeline. Follow my voice, and never let go.

If we succeed, you will return to yourself in the moments before the others were tricked into opening the door for Dormammu. You must stop them from repeating their mistake.

Got it. By the way, where did you end up?

I'm sending you this from a billion years in the future.

Yeah? What's it like?

Cold. Dark. Depressing.

Rather much like Newark.

Hey, you made a joke. *You* made a *joke*. You --

AAIIGGHH!

Yes. Unfortunately, that is considered one of the signs that the end of the world is imminent....

Get up... get up, ya creep....

Who...

Don't tell me you're gonna give up *that* easy...one hit and you're out....

Even if it *is* one hit from--

--the Sandman!

...oboy...

Whoa!

Go ahead and run, ya coward...you gotta stop sooner or later, and then--

Wow, Yogi Berra was right, it's deja vu all over again.

Same high school.

Same lame striped shirt.

Same stupid--

Talk your way outta *this* one.

That hurt. Bad.

And I understand: I'm not just visiting, I'm here, reliving it in the moment. I can be hurt, or killed, and if that happens--

I just have to make sure it doesn't.

Sorry, coming through, gangway, third floor, ladies undergarments, barbed wire and household utilities.

HEY!

I just wish I wasn't so tired. I'm exhausted... don't even know how long I've been at this...

It feels like years.

And maybe it has been.

Have to get to the vacuum cleaner, that's how I got him the first time, when he was so stupid he didn't realize he could--

Follow my voice.

DIE, SPIDER-MAN! DIE!

OOOOOOF!

I'll teach you to spy on me!

=KkkkkKrrrrrr=

Can't breathe, can't --

Nothing for you to web onto up here, Spider-Man! And I'm the only one with wings!

Say hello to gravity for me!

OMPH!

Starting to black out...can't black out, I'll drown, can't--

Follow my voice.

HUUUCKK!

Can barely move my arms...just got to slow down for a second...catch my breath...

Sssssss?

Sssssssssssssss...

Dr. Connors? Dr. Connors, Curtis, it's me, it's--

SSSSHHAAAAA!

CRASH!

Never mind. I forgot, we haven't been formally introduced yet. That happens in about half an hour.

Yeah, I missed you too, sunshine.

SSSSHAAAA!

He's fast...I'd almost forgotten how fast...and I'm slow, tired, reflexes are off--

Unnnnhhhh...

--but I can't let that matter, not now...have to keep going--

Nothing personal, Doc...but we're not... that...

--CLOSE!

CRASH!

AAAAAAHH!

FWIPP!

Follow my voice.

Didn't see *that* one coming, did you? How... *SHOCKing.*

Not the first time you've been blindsided, I'd imagine.

But it will be the last, courtesy of Electro.

As he comes toward me, and the air fills with the smell of ozone, two things occur to me.

First, why do these guys always refer to themselves in the third person?

Second, I remember that when I came here to face Electro the first time, I'd picked up rubber gloves on the way here.

SO LET'S DO IT!

Huh...

...guess they're not the same guy after all. Stupid Parker...

"...can't rely on him to do anything right."

UNGGGHH!

Hunh... hunh...hunh... just five minutes rest...just give me five--

Follow my voice.

Now who's going to hit me? I--

EEEEEEEEEE!

Bennet? *Bennet!*

Betty...?

He's been shot! He's...

...he's dead...

Betty...listen to me, there was nothing anybody could do... it was a stray bullet, it--

DON'T YOU TALK TO ME! IT'S YOUR FAULT MY BROTHER'S DEAD!

Betty--

YOUR FAULT!

SLAP

No, it's--

Follow my voice.

--it's not what it looks like.

Yes, but what is?

In the world according to Mysterio, *nothing* is as it seems to be.

Okay, look, tell you what... this is where you tell me how you used tricks to imitate my powers, your plans for my humiliation and death, yadda yadda yadda, kill kill kill...

So since you're gonna yammer on for a while, how about I pull up a chair for a few and catch my breath so you can--

Follow my voice.

HULK SMASH SPIDER!

...ohcrud...

WHAMMM!

Look, Hulk, buddy, pal, big-green-psycho-gamma-guy...I'm on your side, this isn't--

HULK SMASH!

Have to keep clear of the fragments...they weigh a ton, I--

UNNH!

Follow my voice.

Got to keep moving... he'll be after me... shouldn't be that hard to move the rocks...

...no good...they're not moving... doesn't make sense...I should be able to...

Doesn't even feel like stone, more like steel, or--

No...

Dear God, no...

It's ISO-36, the serum Aunt May needs right now or she'll die. I was barely able to move this before, but in this condition...

No. I can't let it happen. This isn't a dream, or a memory. I'm *here*, in the moment, and if I fail, she dies. I won't allow it.

I won't.

Come on, Peter...come on...you can do this...you did it before...move, damn you...move....

...this is when it counts...when there's no chance... you can't give up...that's all...

Can't... give...

...up!

Follow my voice.

HELP!

That voice! No, it--

Gwen...
GWEN!

I was just a second too late the first time this happened...

HAHAHAHAHAHA!

NO!

HEEEELLLP!

I'll shoot straighter this time, I can save her this time, I can--

Follow my voice.

No...not now...not now... Gwen--

GWEN!

Enough.
Follow my voice.
No.
Follow my voice.
I SAID NO!
I can't do this anymore. I can't. I look at all the things I've done, everything that's happened, and--
--it's just nonstop fighting, violence, madness-- and I've let people die...people I cared about... people I loved--
We cannot save everyone.
Then what's the point?
Do you know what is the greatest gift anyone can receive in his lifetime?
No.
And I don't care. What does this have to do with--
The greatest gift we can receive is to have the chance, just once in our lives, to make a difference.
Do you understand how many gifts you have received? How many times you have made a difference?
Enough for a hundred lifetimes.

If you stop now, then all the times you made a difference before now were for nothing. And all those you care about now, today, will most certainly die.

But you already know this.

I know, it's just...I'm tired, Doc. I'm so tired all of a sudden. I try not to look back, because some days it feels like I'll just drown under the weight of everything I've done, everything I've *had* to do, and I wonder if it was worth it--

Bring it on.

Follow my voice.

Spider-Man...

Yeah?

You are asking the wrong question.

That so? Then what's the *right* question?

We must go now.

I know.

I know.

Follow my voice.
Follow my voice.
Fight your way to me.
Fight the darkness.
Fight despair.
Fight until fighting is impossible.
Then fight your way to me again.
Follow my voice.
Follow my voice.
Follow my voice.

Follow my voice...follow my voice... follow--

Hey, webhead, you're outta bad guys.

I...I'm back, this is where--

Where what?

I have to go!

You say you got back when you been here all the time.

I don't know how the Mindless Ones managed to open that vortex and cross the border into our dimension, but I think I've figured out how to close it again.

This will funnel everyone's power through every vibrational plane until it finds the right one, the one that matches the Faltine Dimension, where they come from. Once that happens, we overload it and--

SAMSUNG

SUNTURY WHISKEY

Coca-Cola

NO! WAIT!

It's a trick! They ***want*** you to hit the vortex with multi-vibrational energies. They can use it to bring Dormanno...Dormammu...whatever... back from all the dimensions where he was scattered so he can reassemble himself.

You've got to believe me. If you do this, everybody dies. ***Every***body.

Reed, is this possible?

I suppose, but it's quite a leap in logic. How did you--

It's too long a story. You're just going to have to trust me on this. Please. Just wait a little while. Doc Strange was--is--on his way here right now. He can deal with this.

I sense truth in him. And yet we doth know that trickery wears many faces. We shall give you a little while. But no more. If our enemy gains the advantage, we must do as our needs demand.

That's all I'm asking.

THEN LET MJOLNIR BRING FORTH THE STORM!

The next twenty minutes are the hardest in my life. Because they trust me with this. And I realize...they *do* trust me. I've earned their trust.

He shouts. All the time. You ever notice that? He's a shouter.

It's a long way from where I started. So maybe the journey was worthwhile. If this works.

TRAFENA

BIT

And I think this just paid off.

Stand back! This intrusion into our dimension is the work of dark magic, and only magic can counter it.

By the crimson bands of Cyttorak, the Eye of Agamotto, the mists of Morpheus...

Then his voice goes away, swallowed up in the roar of wind and thunder.

And light. A light that comes in from somewhere powerful. Somewhere ancient. Somewhere...else.

Then with a final roar of thunder, the vortex begins to fall apart, drawing back all the Mindless Ones who'd entered, and there's a *flash*...

...and it's over.

Everything, that is, except the explanations.

We must speak.

I'm hip.

--and then I found myself back here again, and I knew what I had to do.

It is a curious story. But you did well, and that is what matters.

I guess. But I wonder what happened to the you that went ahead into time with me. Does he still exist? Did he ever exist now that we changed the future?

I do not know. But, curiously, I found this in my pocket at the end of our battle.

It is for you. A gift. A special gift, for what I have reason to believe may be a very special day.

Oh, crap... I nearly forgot! It's my birthday! They're gonna be waiting for me, and--

Then go. And may the luck of the Vishanti go with you.

Thanks, Doc. See you around.

Perhaps... and perhaps not.

Who--

You tampered with time. You above all should know this does not come without risks...risks of awakening things long asleep.

You could not be defeated as you are. But time is fluid now, and you may be defeated by sending your self to your own beginnings...and changing those beginnings in ways that will make you easier to defeat.

You will return to the beginning...and what magic as may find you there will not be what you expect.

To be concluded in an upcoming "Dr. Strange" miniseries. Surprise!

MJ? You here? MJ?

HAPPY BIRTHDAY!

So was it everything you hoped for?

It was great, MJ. Best birthday I've ever had.

Though I'm still not sure about the bunny slippers...

What was that, Pete?

Nothing.

I think I'll go get some air. You okay clearing up?

"Sure thing...enjoy the night air. It's beautiful tonight."

YOU HAVE FIVE MINUTES. SPEND THEM AS YOU WISH.

Hello, Peter.

Uncle Ben...? I don't believe...it really *is* you....

Well, sure, who else would it be?

It's odd...I was just coming back to May, we'd had a fight, and I was walking in the door, and...there was a sound, I thought it sounded like a gunshot but that doesn't make any....

I know it should mean something, but strangely, it doesn't. What matters is...you're here.

You look good, Pete. Real good.

You look great, Uncle Ben. God, there's so many things I want to tell you...so many things I want to ask your forgiveness for, I--

Forgiveness?

There's nothing you need to be forgiven for, Pete. Not by me.

But I wasn't there when you needed me--

We all mess up sometimes. It's not only inevitable, I think maybe it's even necessary.

You know what would disappoint me? If you didn't reach for the kind of life I wanted for you. If you settled for less because you were afraid of reaching for more. If you walked away from what you believe, even once.

Have you done that?

No. No, I haven't.

Then I taught you right, and your life has meaning.

But the thing is...I've done things, Ben, I've got...abilities now, I can do amazing things. There's stuff you need to know.

And there you're right. There's one question I have to ask you, Peter. An important question. So I can sleep easy.

Anything, Uncle Ben. Anything.

Whatever it is you do now, whatever it is you've become, tell me this, Peter.

Are you happy?

We all go through pain, we all lose people we care about, we all suffer, we all get hurt. It's the price of being human.

But at the end of the day...do you like your life?

Are you *happy*, Peter?

It's the damndest thing, but... I am. I'm happy. I have a good life, Ben. A real good life. I'm very lucky. Sometimes I don't realize just how good, and how lucky.

But yeah...I'm happy, Ben.

Then that's the only thing that matters, isn't it?

Maybe so. Maybe that *is* the right question.

But I still miss you, Ben. God knows, I've missed you so much.

I've missed you too, Peter. I love you, you know.

I love you too, Ben.

Goodbye, Pete. Take care of May for me.

I will. I swear. I always have, and I always will.

I know...

"So, did you have a nice stroll on the roof?"

Yeah. I did.

Good. I find that a moonlit walk helps clear my head. You too?

Yeah. It sure did this time.

I love you, MJ. God, I love you so much.

I want you to know that. Every night. And every morning.

I love you too, Peter. My lover, my husband, my best friend.

Goodnight, Birthday Boy.

Happy birthday...

ON RADIO CALL
OFF DUTY
TAXI
OFF DUTY
TAXI
231110
HARRIS 03

Saturday in the Park with May

-- and Peter's doing so well these days, ever since he got back with Mary Jane.

To tell you the truth, there were times I thought it was never going to happen. But I should have known better.

"Even a blind man could see that they're in love with each other. And while it's true that, despite what everyone says, love ***doesn't*** conquer everything--

"--it does have a habit of conquering ***most*** things. If you let it."

There are times I look at them, and they're so beautiful together, so tender with each other, and I just--

--I just want to cry.

You'd think, after a while, I'd forget what that kind of love feels like. But you never do, do you?

"Then, of course, Peter has to go to work. It's hard when you have to work every day.

"No rest, not even on Saturday."

I'd better get going. MJ, can you give Aunt May a ride to--

No, it's all right.

I have to run some errands, so I may as well get in a walk.

"It's easier that way, you see. I always try to get out before--

"--well, before he has to change into his work clothes.

"I love Peter very much, but there are times I still have a problem with--

"--well, with that."

That whole business I told you about earlier.

About how Peter is Spider-Man.

"So I try not to think about it a great deal. And really, I'm okay with it all. It's not like I have to think about it all the time.

"Not as if I'm faced with it all day, every day.

No fair! I got you with my webs!

Nuh-uh! I tore your webs, eighteyes!

"I find I can put it out of my mind without any problem at all."

No way! You're not that strong!

Am too!

Are not!

Am too!

--and Spider-Guy, he's fighting this other weird kinda bug-woman--

I know, I saw it on the news--

But I'm telling you--

--and I'm *telling* you I *saw* it on--

--he's swinging her around like some kinda rag doll, and boom! He smashes her right into my magazine stand here! Wrecks the whole thing!

I know, I'm telling you, I saw it--

Will you *listen?!*

DAILY TIMES HORROR SPIDER-MAN FAULT

FEAR OF SPIDERS

POLL FINDS 52% OF NYERS AFRAID OF SPIDER-MAN

NYC VOTED TOP CITY

So I get a call from my insurer, they won't pay for any of it! Turns out this kinda stuff ain't covered by my policy! Didn't know *that,* didja?

No, I didn't--

See, you gotta stop watching Foxx News, you miss all the good stuff.

Hey lady, you gonna buy that or just rent it for the afternoon?

CLASSIC Bride

Yeah, well, I was watching O'Reily and he said some insurance policies *do* cover this stuff.

Well, just Thor, being as how when he does something it's, y'know, an act of God, right?

You know what I think? I think you're an even bigger idiot than O'Reily.

Am not.

You're right, that's not possible, what the heck was I thinking?

"So really, most days it's no problem at all to simply not think about these things.

ONE WAY

ONE WAY

ALT

"*Most* days."

"Sometimes if things go too badly I have to hear the details on the news. But most times now Peter tells me himself, which is good, I think. We're so much closer now..."

Can't let him get close to me again. That last hit rattled my teeth.

Good landing, chief. That's some combination of skills you've got there.

Grace of a gazelle.

Brains of a hamster.

SHUDDUP!

Leave me alone! Stop following me!

"No rest.

"Not even on Saturday."

Well, *there's* one chimney that will never threaten us again.

Have to find some way to put this guy down before he tears up half the city.

Question is, how?

When I saw the headline this morning, I just knew something like this was bound to happen...

You want some coffee?

Sure, thanks MJ.

So what're you reading?

Oh, it's an article about DeepCore Tech.

The New York Times

NEVER FORGET

Says here they were developing a mining suit that can let one man go deep underground and literallly core out the ground as he goes, using a combination of high- and low-frequency vibrations that can pulverize rock and shale like powder.

Were developing...?

Somebody stole the prototype. If they're smart, whoever did this will probably put it on the overseas market...

Peter?

...there are a lot of countries out there without the equipment to find and use their own natural resources.

Oh, Peeeter...

SPACE AGE

New suit undergro

One lump or two?

One lump.

If he was smart, that's what he would have done, all right.

But smart and this guy dine at separate tables.

This oughta slow you down!

Thing is, you don't have to be smart to be able to hurt people.

NO!

Just one chance... have to blow out a whole cartridge to catch it all.

Got it!

You know, in any other situation, this might look kind of bad.

Until you remember that you're dealing--

--with your friendly, neighborhood--

--Spider-M--

--ow!

Unnngh!

Heavier than I thought... don't know which is gonna give out first, me, the web, or the ledge...hope I can do this....

C'mon, Pete...it's just like what you told MJ after we ate three-day-old Polynesian food out of the fridge.

What goes down....

...must...

...come...

...UP!

C'mon...there has to be some way off here...get clear before he comes back and...

Huh... news didn't say anything about an eclipse today...

KER-WHAAM

Perfect. With any luck, it hit him before he could react.

Because we've been at this for two hours now, ever since the bank, and I still haven't figured out how to stop this guy.

KER-RASH!

BANK of

That's it, run! Tell 'em the Shaker's in town! Tell 'em--

Tell 'em, "I'm too lame to come up with a better name than Shaker."

Tell 'em that you--

AAAAAGHH!

Feels like he's tearing me apart from the inside out!

C-can't control my m-muscles... spasming... got to get clear, g-got to get--

Clear!

I knew then that this guy was gonna be trouble. He could even vibrate my webbing right off that suit.

So let's hope this did it, or--

Nuts.

Cute. Real freakin' cute.

See how funny you find *this.*

WHAM!

"Probably the hardest part for me has been trying *not* to think about Peter during the day."

Uh, oh--

I mean, after all, I spent so many days and nights worried about every little sneeze that...

Well, old habits die hard, I suppose.

Looking back, it's almost silly. I mean, there I'd be, worried and sleepless because he had the sniffles, or he'd gone out into the rain without his galoshes, and now...

...and now...

Well, it really is a whole new world, isn't it?

"So the best way I can honor Peter is to respect why he does this.

"He puts himself at risk so that people like Mary Jane and myself can go about our normal lives.

"Every day.

"Even Saturday."

Yeah, it's a cruddy way to spend my Saturday, in freaking line at the freaking cell phone store, y'know?

I pay for analog *and* freaking digital but I can't *get* the freaking digital where I work 'cause of all the equipment, and the analog's got freaking *static!*

I mean, can you freaking *believe* it? For what I freaking *pay* every month? I oughta shove this phone up somebody's--

Aaahhh!

Oops!

Ohjeez! Ohjeez! Ohjeez!

NUTS!

CRUNCH!

You! What the heck's *wrong* with you? What the freak *happened?*

Freaking accident.

Yeah? Well, I oughta--

--oughta--

Fine, whatever, this place sucks anyway.

"I try to honor and respect him by looking for my own victories every day.

"And hoping, always hoping--

"--for his victories along the way."

EXCLUSIVE

This guy just isn't slowing down. That suit must be doing most of the work for him, which figures, since it was designed to work deep underground, alone, under terrific pressure.

Come on, Peter... think your way out of this. He can shatter lead, steel, granite, stone, brick--

You got one last chance to get outta here before I disburse your moleculars all over the place!

--grammar textbooks...

Wait a minute...

SPA - GY POOL LOCKER

That's it. That's *it!*

So, ya decided to leave?

Something like that.

Got you!

No, I got *you!*

-- r-ribs shaking...feel them starting to fracture--bones grinding...m-muscles tearing apart...just one more minute... one...mmm-more...m-minuute--

MADE IT!

WHOA!

Hey! What's the idea!?

Glad you asked.

TOWELS

If you think this is gonna stop me by messing up the suit, forget it; the guys that made it made sure it was waterproof.

Shhh... I'm giving a science lesson.

You see, a tidal wave is caused when seismic activity sets up a vibration of sufficient amplitude and frequency to get the water in motion.

Such amplitude, from a single source in an enclosed environment, where the frequency would bounce back and forth, would result in...well, for lack of a better term, let's call it a series of extremely dense and volatile waves that would hit you like a ton of bricks.

Uh, oh....

And they would keep hitting you, over and over, every second until someone could help you turn off the equipment.

Just like a wall of solid water, a jackhammer slamming into you over and over and over and over and--

AAAAGGHHH!

OWWWW! I give up! I give up!

AAAAGGHHH!

You know he just gave up, right?

I'm in no hurry.

"I'm so proud of him."

I still worry about him, now more than ever, and I still try to look after him, as much as he'll let me, and there are times it's so hard to accept ***what*** he is--

But never ***who*** he is. Never that.

BEEP BOOP BEEP BEEP

If you'll excuse me a moment--

BEEP BOOP BEEP BEEP

Hello?

May? Hey, MJ told me you got a cell phone. I wanted to be the first one to call you. Any trouble with the store?

No, Peter, no trouble at all.

Terrific. Listen, you want to get together with MJ and me for dinner and a movie? It's Saturday night, after all, and a hot babe like you should be out on the town.

I'd love to. Thank you, Peter.

Great, I'll pick you up at seven, if you'll be done with your usual mysterious Saturday walk by then.

Nothing mysterious about it at all, Peter. I'm just saying hello to some friends.

See you at seven.

Well, I have to go. I'll come by again next week.

Good night.

PARKER

RICHARD PARKER RIP

MARY PARKER RIP

PARKER RIP

PARKER

RICHARD PARKER RIP

MARY PARKER RIP

RIP

--and I'll have the salmon salad.

Very good, madam, and to drink?

Iced tea.

And you, sir?

Can I get a burger, or something? I know it's not on the menu, but--

YOU WANT PANTS WITH THAT?

I'm sure the chef can approximate a burger, if that is what sir prefers.

Sir prefers.

And to drink?

Coffee.

I believe sir misunderstood. Would you care for something to *drink?*

Yes, I'll have a *coffee.*

Sir--

Do you *have* coffee?

Coffee is considered by the cafe to be an *after*-lunch beverage. To be served with perhaps a nice chocolate mousse, or a creme brulee, should sir be so inclined--

--unless sir would prefer a popsicle, which I'm sure we can find at the local 7-Eleven--

--but in the happy interim, the cafe considers a during-lunch or dinner drink to be, well, a drink, a Margarita, a martini, perhaps a cola--

I...

...want...

...a...

...cup...

...of...

...coffee...

...right... now.

Very well, sir knows best what sir wants; nonetheless coffee is not a *drink*, it's a *beverage*....

And you're a--

Peter--

All right, all right...

I swear I've seen that waiter before. Do you think he's following us?

Waiters go from restaurant to restaurant.

I wouldn't be surprised if we've seen him before some-where else.

Probably America's Most Wanted.

It doesn't matter. What matters is--

I wanted to have a nice brunch, and talk to you about--

--well, about the work, really.

I took kind of a break while we worked things out between us, and I think we've made some real progress. I think this is where we both need to be, together.

I agree.

Good. Because I need to start getting back to work. Like you, I have my career, and that may mean going away for a while. But I won't go if it'll tear us apart again.

MJ, I--

WEEEE-OOOOOO

WEEEE-OOOOOO

WEEEE-OOOOOO
WEEEE-OOOOOO

To answer your question...would *you* wait for *me*, knowing I was going out to deal with this?

Of course I would. You know I would.

I'd wait for you for as long as it took for you to come back.

"Then I will wait for you, for as long as it takes for you to come back, MJ.

"But only for the rest of my life. Anything beyond that, we have to negotiate. Deal?"

"Deal."

Go get 'em, sweetie.

GETOUTTATHEWAY!

Meshugge.

--no, it's all set. He'll be giving an award to the local Boys and Girls Club tomorrow at noon. I've got it covered.

Don't worry. One shot, that's all I need. The killshot. That's all I've *ever* needed. Just make sure the money's in place.

Right. I'll call when it's done.

Well?

Nothing to do with you, just another of those police chases.

Good. So, is it ready? I need it for a job.

Of course it's ready. Leo Zelinsky never fails in these things.

There. A work of art. I took it in a little in the back, gives it a tapered look. Very trim. I thought you wouldn't mind.

Perfect. It's a killer, that's for sure.

"So what're you gonna do about it, Grandpa?"

What do you mean, what am I gonna do about it? What's to do?

But you heard him--

It's none of our business. What a client does outside is between them, the police and God. Who am I to judge?

But this isn't something he did before he got here. This is something he's *gonna* do. If you don't stop him--

And what am I going to do, Michael?

My business depends on guaranteeing privacy for my customers. It's the promise I make to each of them, good and bad. I break that once, my business goes belly-up. Worse still, if he gets away, he'll come here and I can't protect you from someone like that.

I can't get involved.

Dad once said you used to tell him stories about how your dad used to watch people passing by when he was in the camp in Poland, and he just wanted one of them, any of them, to look at him, to get involved.

He said that *you* said the most cowardly thing a man could do is to not get involved when something wrong is being done to someone.

Somebody's gonna die tomorrow if you don't do something, Grandpa. And you're the only one who knows. Dad used to say--

I know what he said. I know what he *would* say.

And it's that kind of talk got him killed. He asked me to take care of you, and I have to do that. I have to protect you.

"I can't put other people first. I can't do for them if it means risking you, Mikey. I just can't.

"There's nothing I can do.

"I can't get involved."

Meshugge...

Could tonight be any more dead?

NIRS

Lombar

Not that I'm complaining, of course.

Well, okay, I am complaining.

It's just that I *shouldn't* complain. A quiet night is a peaceful night. A peaceful night is a good night. And a good night--

--is a night when I'm not bored out of my brain.

I could go back home, hang with MJ, but I know the second I decide to go home, something always happens.

So maybe that's the trick.

Well...it's awfully quiet tonight.

Yep. Awfully quiet.

May as well head home. Nice warm bed. Nice warm cup of hot chocolate. Nice warm wife. Yep, no reason to stay out here in the dark and the cold.

Oh, well. I guess it doesn't always--

Hey, up there, Mister Bug Guy, down here--

Mister Bug Guy?

What, you got webs in your ears? Hello--

You talking to me?

What, you see another bug guy anywhere around here? Yeah, you.

You're talking to me?

I'm talking to you.

This had better be good. I'm very busy.

Yeah, I can see that.

So what's the problem?

It's--

You have to stand like that? You can't talk to somebody like a normal person?

It's a life-style thing. Go on.

Somebody's gonna be killed tomorrow. I'm pretty sure it's the District Attorney. It's gonna happen at some big award they're giving at the Boys and Girls Club.

Yeah? How do you know?

It's a long story, and I'm cold. You got a place we can go? Like some kind of Spider Cave, or an underground mansion, or--

I got a place.

You got a place?

"I got a place."

This by you is a place?

You don't like it?

KATZ'S delicatessen

It's...just a little exposed, you know? If somebody sees me talking to you--

Don't worry. I came here a couple months ago, around Halloween. The guy who works the counter figured it was just a costume. When I kept coming back the same way he decided I'm some nut who ***thinks*** he's Spider-Man.

Watch.

Hey! I'm Spider-Man, right? Tell the guy I'm Spider-Man!

Yeah, yeah, you're Spider-Man.

And I'm Dorothy. Just a minute, while I get my red freaking shoes on...

delicatessen

See? Now, how did you--

Can I ask you a question first?

Sure.

Who did your costume?

I don't--

See, I'm looking at your costume--

Uniform.

--whatever, and it's...well, it's not very good, is it? I mean, it says spider, and if that's all you want it to say, that's terrific, who am I to judge? As a symbol, it makes a statement.

But as a piece of clothing, not so good.

MENU

For starters, you wanna eat, you gotta pull up your mask. Very inconvenient. You could have a nice little something there, a vent, maybe a mouthpiece, you can close it with velcro, or leave it open --

Wait a second--

The fabric, I'm guessing spandex, something like that. You overheat a lot in this thing, don't you? You got no weatherproofing, no proper ventilation... you could get athlete's foot all over your body in a thing like this.

So who designed it?

I did.

Well, see, there's your problem. You want a job done right, you go to a professional. That's me, that's who I am, what I do, and how I come to know what I know.

The name's Leo Zelinsky. I'm a tailor.

PULL

25¢

"I got a nice little shop down on 23rd Street near Eighth. Used to be a nice part of town, now...not so terrific. Massage parlors, drunks, freaks...what you call a neighborhood in transition.

LEO'S TAILORING

"So we don't get a lot of walk-in traffic. But there was one night, about five, six years ago--"

Sorry, I'm CLOSED

Hey, pal--

--you wanna give a guy a hand here? I was just inna fight with these guys, then there was this blast and--

You got something in a seventy waist? And I gotta have stretch in the inseam or I chafe.

SPORTS

Let me see what I can do.

After that, word got around. My business depends on word of mouth, same as everybody else. A friend tells a friend--

"--next thing I know, I'm up to my *tuchis* in spandex.

So, Mister Marvel--

Mar-Vell.

--I think you need to find one look and stay with it. Changing every few months, this can't be good. You need a consistent look.

But I like the wrist bands. Accessorizing is very important, Mr. Marvel.

Mar-*Vell*.

"Some it was an honor to serve. Legends, from when I was a boy.

Shouldn't you take care of that injury first? The shirt can wait--

The important things have to be fixed first.

"A real mensch, you know what I'm saying?"

I've seen 'em all. A bunch of the Avengers, the X-guys, had Daredevil in a couple of times... I give 'em all the privacy they want, have 'em come in the back way so there's no danger of being exposed--

"--as well as fixing stuff, I even help some of 'em come up with their costumes and ideas."

But I wanna be the Wolf.

It's too generic. Besides, there's already a Wolverine out there, you want to be different, be your own person. Everybody wants to be some kinda wolf. It's strictly yesterday.

How about the Ferret? Ever seen a ferret? My niece, she's got two. Very cute, very smart, very tough--

But I don't want to *be* the Ferret.

Just think about it, that's all I'm saying.

Like I said, word got around. Thing is, word gets around to all kinds of people. Some good--

"--some not so much.

Fix it.

"And it's not like you can argue, right?"

Wait a minute...you work for the good guys *and* the bad guys? And you don't see anything wrong with this?

A guy goes into a restaurant, orders a cheese sandwich, you give it to him. Does that make the guy behind the counter a bad guy?

Good guys, bad guys, we all gotta eat, we all gotta wear clothes.

So I'm thinking of just wearing a thong from now on, like those Sumo wrestlers. What do you think?

"Though some days that works out better than other days."

Because some of my clients don't get along with some of my other clients, I decided to break it up.

I see heroes Mondays, Wednesdays and Saturdays. Bad guys I see Tuesdays and Thursdays.

It's mostly after hours, in my shop downstairs. But I made it real comfortable. Got things to read while they wait.

Mondays, Wednesdays and Saturdays, I put out Time, Newsweek, the papers.

Tuesdays and Thursdays I put out Gun Magazine, Penthouse--

I get it.

"Thor, very nice guy. Wears a fifty-six long. It's snug on him, but that's how he likes it.

I figure he's either a real romantic kind of guy, or his hammer leans a little to the left, if you know what I'm saying.

Is there a point to *any* of this?

"Reads gardening magazines. And Modern Bride."

One of my new customers, calls himself Killshot--

--I don't know real names, I never look under masks, I just hear the names they want to tell me--

--I heard him talking on the phone about shooting someone at the award presentation tomorrow. My guess is the DA.

What they do before they come to me is none of my business. But this is *going* to happen, unless I do something.

I need someone who's not a client, someone who can just stumble across the situation and deal with it. It doesn't hurt that you're from the neighborhood.

So why come to me? Why not tell the police?

Good or bad, *all* my clients demand total privacy. If I tell the police, they'll come around asking questions, and my clientele will disappear. For the same reason, I can't tell any of my other clients, even the good guys.

How do you know I'm from around here?

Go ahead, ask me again with that Queens accent how I know you're from the neighborhood.

I don't have an accent.

Yes, you do.

No, I don't.

Look, Bug Guy, everybody who comes to the city for more than an hour, suddenly they're all talking like Tony Soprano. You're a New Yorker, everybody knows that, so you got an accent. Deal.

It's just... I never thought about it...I thought everybody else has an accent, it never occurred to me--

Main thing is, I don't want this to come back to haunt me. Not so much for myself, but I got a grandson I got to look out for. I don't want him to get hurt.

And I don't want him to think his grandfather didn't do the right thing when it counted.

"So don't screw it up."

"For starters, you wanna eat, you gotta pull up your mask. Very inconvenient. You could have a nice little something there, a vent, maybe a mouthpiece, you can close it with velcro, or leave it open--"

You have *got* to stop having coffee so late at night.

I'm hip.

"--are very pleased to present this award to one of our most deserving citizens, District Attorney Sam Whitehall."

Thank you. It's an honor to receive this award for citizenship from such an important organization. The Boys and Girls Club of America has been instrumental in helping guide the youth of tomorrow into new hopes for today.

CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!

Similarly, I would like to take this opportunity to announce that my office will be commencing a new crackdown on organized crime in New York designed to break the backs of these groups.

As long as these organizations exist, we can never have for our children the today, or the tomorrow, we want for them.

THWIPP!

What the--

I keep telling you, if you can't play nice with others, we're going to have to take your toys away.

Yeah? Well, don't worry--

BLAMMBLAMMBLAMM

--I've got more where that came from.

You know, for somebody--

--who's supposed to be--

--such a good shot--

--you have a hard time hitting the target.

Not true. I hit exactly what I was aiming at.

What're you--

HELP!

HELP! SOMEBODY!

Ohjeez--

AAAAA!

--ohGod ohGodoh God--

It's okay, I've got you!

Nice job...

Have to time this just right!

...very nice, Mike. But you may want to keep the fabric tight as it goes through the sewing machine, so it doesn't bunch up.

Here, let me show you--

SINGER

You! This is *your* fault!

Mr. Killshot? I don't know what you're--

SHUT UP!

Nobody knew about the job but my employer and me. *Nobody!*

You heard me talking to him, didn't you?

Look, I'm telling you the truth--

Who else did you talk to? The police? *Who?*

TELL ME THE TRUTH! RIGHT NOW!

Grandpa!

Mike!

RUN, MIKEY! RUN!

LET GO!

BLAM!

That's twice today you made me miss. But you know what they say.

Third time's the charm.

Everybody down! I've got him!

You see that?

Yeah, it was--

CRASHHH!

WHOA!

Yo, I've seen this before...my sister got one of those spa wraps, just like this...they use, like, seaweed and stuff.

Hey, bro, how much you have to pay for this?

Mfrph drzzkfh--

"So you wouldn't mind repeating that for the judge?"

I'd be happy to. Man comes bursting in here like that, no good reason, what's the neighborhood coming to?

I just happened to be passing by the ceremony and saw the reflection of his gun.

Well, I'm glad you did, or I wouldn't be here right now. Funny thing, though--

--the suspect said you run some kind of secret business here, that you knew in advance what was going on. Said we should search the place.

Did he?

Yeah. Though if what he's saying is true, then that means I owe both of you my life.

But what're the odds on that, right?

C'mon, boys. We've got better things to do.

Have a good day, fellas.

You too. Hey, any time you need a little nip and tuck, you know where to find me.

You going to be okay now?

Yeah, I think so. The clients will raise an eyebrow, but the way it went down, thanks to you, I don't think they'll ask too many questions.

Grandpa Leo saved my life!

Yes, he did. You know why? Because clothes don't make heroes. What makes a hero is what happens in your heart. It's--

You're really corny, you know that? You sound like my teachers.

Sorry. He's excited, that's all.

It's okay. He's got a point. So what's with the paper?

A little thank you for this, for saving my business, me... just for everything. I designed something for you, if you ever want to upgrade to a better look.

"See, the mistake most heroes make is the uniform is just the uniform; once it's on, they're stuck with it.

"So how about a reversible jacket. Outside, it's your symbol. You turn it inside-out, with a neutral pair of slacks, bingo, you're all civilian again.

"You ever need a look like this, you come and see me.

Mine

Mine

Spider-Man of the future

"I'll give you a good price."

AMAZING SPIDER-MAN #503

CHASING A DARK SHADOW

ONE WAY

It might have been yesterday.

It might have been weeks.

All I know is that in my dreams, I am not alone.

I knew it was coming. I tried to pull away, but I was stuck.

BA-DOOM!

You shouldn't be here! Your presence is changing the dynamic of the spell. Get out! Get out while you still--

Stuck. Even as it moved toward me, away from them, on the day Times Square went mad.

Faster, searching, feeling, bending, yearning, faster... it fell upon me...

...bore down upon me with eyes of shadow and night, eyes I could not see, only feel.

But it could see me, could want me. But why?

AAAAOOOOGGH... NNNNGGHHH!!

Why me?

Hunnzzhh....

I don't know how long I was unconscious, but I knew it wasn't safe.

I had to get home, away from the chaos and the danger, and a sense that something had changed.

That everything had changed.

Not knowing that I wasn't the only one who had that suspicion.

I...

...just..

...felt...

...the...

...oddest...

...presence.

No! I won't let you!

You cannot win against me.

Leave me alone!

Peter? Are you all right?

Spider-sense won't shut off...ringing like a bell....

Give in, for you cannot win. Let go. Let me in.

NNNNOOOO-!

Hckkh!

Stop it already! There's nothing wrong!

At last. I am awake, though you must now sleep eternally.

Is there anything I can do? Is there any kind of spidey aspirin, or --

It's... okay. It's stopped.

Good.

Only now I feel worse, not better.

Oh--

"--well, at least it's over, and that's good. Right? Peter...?"

Great Tree, I come before you, as my father Odin once did.

Show me what it is that I have felt, for I was in great pain, but the pain came not from within but from without. Something has happened that concerns me.

Now to make this home my own...

And after things are to my liking...

I shall find the one responsible for my release. And show my gratitude.

I am once again Morwen, First Sorceress of Chaos. Dark have been my dreams, but now I am finally awakened in this body.

Interesting... there is a great rift in Migard, a land they call New York, a place I have seldom visited. It is here I must seek my answers.

But the way is difficult.

"Heimdall, ever faithful, guards the Rainbow Bridge from anyone coming or going without the Allfather's permission. Even when he is being bored by conversation with that fool Volstagg, he misses nothing.

"And yet...many times have I fooled him using powers known only to a few in my family. For Odin was not alone in hanging upon the Yggdrasil Tree for fourteen days to learn runes. I too lost precious life blood to the study of dark arts.

"The runes never lie. They have an uncanny way of knowing just what disguise I need to delude my Asgardian brothers.

"But even so, this is a most interesting choice ..."

A Valkyrie, a Titan and Jesus walk into a bar...

"It's regrettable I never heard the end of the joke. I like good jokes...

"But jokes have a way of turning bad..."

Sometimes I think about my work, and I decide it's a game of cat and mouse. Or spider and fly. Or spider and bee...

But guns are more like wasp stings, though. They can sting you over and over but the wasp never dies.

And some days I think I think too much. If you were a tree, what kind of tree would you be?

This disguise should allow me to walk easily among the mortals in this city. Children are still as invisible as they have always been throughout the ages. Ubiquitous yet invisible. A perfect combination for the task at hand.

Hey, look! It's Spider-Man!

"Spider-Man"? Hmm. Perhaps this is what the runes were pointing to earlier.

As I expected, they split up. Self-preservation is rule number one among guys like this. Fashion sense probably isn't even number seven.

So I go for the guy in charge of the robbery.

Get the ringleader and sooner or later the others fall.

Ohjeez.

No, wait, don't run away on a first date, I promise, I'll apologize to your mom, tell her that her pot roast isn't really the worst I've ever had. Second worst, maybe, but--

Okay, okay, if I have to web the door shut again, I'll do it, but don't come complaining to me when--

What the--

Get out of my way, you--

Don't come near me.

Bullying filth.

AUGHHUGGHH!

CRASH!

Cool move. How'd you--

CHINK!

--whoa!

Well... nuts.

You know, normally this could crimp a guy's style. But not--

--your friendly, neighborhood Spider-Man.

Now, you want to tell me what the heck you think you're doing, lady? Is there a webbing shortage, or--

Hey! He's getting away.

He is not important.

The Spider-Man is here, I can feel him.

And I feel something more, the same presence I felt before. Is he the key to what I am seeking?

Hey, kid, you know you're talking to yourself, right? Gotta watch that or you'll end up like me, and--

Silence, mortal.

I wish to thank you.

Thank me? Can we back up a second? What part of thanking me is letting one of the bad guys get away? I don't even know you, so how can--

Not long ago, you released me from an ancient bondage that nearly destroyed me.

Look, lady, your lifestyle is none of my business, so--

There was a great battle between worlds. In that battle, you became my savior.

I really don't have time for this. I gotta try and pick up that guy's trail, get something to eat, and my favorite cartoon comes on in half an hour, so--

You fell through time, you and the other, Doctor Strange.

How could you--

Ah, now I have your attention. How could I know unless I was there, unless I had access to a greater wisdom than you seem willing to acknowledge. I felt you fall, and followed your trail of life from deep within my prison of darkness. You released me and I found new life here. I must show my gratitude for this.

No thanks are necessary, I'm just--

You do not understand. I must repay you. You cannot decline.

Look, lady, I'm not the one you want to thank, it's ...

Whoa, Peter, hold on, don't send the Doc any trouble he doesn't need. Let's find out what's going on first, then I'll run it past him.

On the other hand, I don't want to be rude, so...what kind of "thanks" are we talking about here?

I will give you the world. Such is my ability.

Ma'am, I don't ***want*** the world. I couldn't handle the world. I couldn't even manage Brooklyn.

Then again, who can?

Besides, I can't just go saying yes to strange women on the street-- not that you aren't quite interesting in a... translucent sort of way, but--

I will give you a night to decide...

"...Either accept my answer, or be destroyed by the power that I possess."

Boy, talk about people who won't take no for an answer. First Shathra, now this nutbar.

Maybe it's me. Maybe I attract these kinds of women. If I do, what does that say about me?

Maybe I can get the Doc to write a book. *"Fifty Ways To Be Successful and Say No to Homicidal Interdimensional Cuties."*

Tony Robbins, eat your heart out.

Yo, Doc, you there?

Doctor Strange is not at home. He wanted me to take you to him.
Where did he go?
Follow me.
You know, I was always told as an adult I should never go with strange kids who say they were sent to look for me and take me somewhere.
Aren't you out kinda late?
He asked me to lead you here.
I do not understand.
That was a joke. It's a reverse of--
Boy, you're a ***serious*** kid, aren't you? I--
This is the place.
Ummm...this doesn't feel very Doc Strange-ish to me. It--
Uh, oh--
Now we may speak privately, mortal, and you can explain to me what it is that you brought into the mortal realm that should never have been allowed through.

Loki. Great. It had to be a Thunder God's whacky relation. Just once I'd like to go through a single day where my troubles only came from this side of the yellow-brick road.

The Rainbow Bridge.

Whatever. So what's this all about?

I've brought you here to bind you while I await Morwen's return.

Whoa --

So you're in with this Morwen? I should have known.

I have not yet even had the pleasure of talking to Morwen in her present form, though I intend to rectify that by keeping you close, because clearly it is you that she seeks. Her reappearance in this realm is of interest to me.

Odd that she is drawn to you. You are inconsequential. Powerless. A mere mortal.

Not to mention a snappy dresser and a good dancer. But I wouldn't get cocky if I were you. You haven't caught me ye--

AAAGGHHH!

You have the smell of magicks upon you. The residue upon your skin from the interdimensional rift that Doctor Strange opened in Times Square. Morwen came through at that exact moment, sensing you as the focus. Now Doctor Strange has mysteriously disappeared and Morwen is after you.

The smell of magick. But none of it your own doing. You do not deserve her power.

What power? Loki, whose side are you on, anyway?

My side. There is no other side, not until I know everything about Morwen's reappearance on this earth.

Reappearance?

Then you know who Morwen is. You've seen her before, haven't you?

What's this all about?

Loki does not answer questions from bags of mortal flesh that die and rot and turn to dust.

Well, if you're gonna get *personal*--

You share the same problem as all mortals. You crave power, but you wouldn't know what to do with real power if it bit you!

Yeah, well, thank goodness that's never happened.

What?

Skip it. Now if you don't mind, I have to fly--

NO!

Holy--

FIRE! FIRE!

Someone call the police.

Is anyone in there? Are you hurt?

Perhaps if you will not stay at my behest, you may stay to prevent the death of someone else.

Oh my God...

Exactly.

NO!!

What have you done?!

Tell me what I want to know about Morwen and I will spare his life!

Hold on! Hang on!

He only has a matter of minutes left to live. Tell me you will stay with me and I will save him.

You can't just--

Can and will. You may carry him to safety, but give me your word that you will stay by my side, or I will allow him to die.

I can't, I...all right. Fine. I give you my *word*, I'll come back!

Very well.

Runes of life and blood, touch this mortal...

...And restore his life in the name of the All Father and the Sacred Tree.

I almost expected him to weasel out of the deal somehow, but he did as promised. I got the guy as far away from the god as I thought I could.

Even thought about breaking my promise to Loki...but if he kept his side, how could I do less than him?

Did you save that little mortal?

Yes. Don't go near him again or the deal's off.

Tell me about Morwen. Who *is* she?

She is an ancient, deadly force. Nothing a mortal can battle, it takes a minor deity or perhaps someone of Doctor Strange's abilities to defeat her.

Is she evil, like you?

I'm not evil, you vile little creature. I'm...

Complicated.

You mentioned Doc Strange...could he do something to send her back?

Perhaps. But Strange isn't here. I must take care of the problem as his predecessor once did.

"You mean, The Ancient One? The guy who taught Strange? He once fought with Morwen?"

"Yes, long ago before Doctor Strange entered into his tutelage. His battle with her is now lost to human history, has passed out of human memory. But the Elders and my people, the Asgardians, could sense something was amiss. We felt something we remembered, and were troubled by it."

"Interesting. My senses started going crazy the night she manifested. I begin to understand a little now. I sensed she was trouble."

"Trouble? Little is known about Morwen, except that where she goes, empires fall, chaos reigns and destruction follows. She is a First Sorcerer of Chaos and she serves her masters well. So well that the Ancient One banished her from the mortal world.

"Her spirit wandered across the many astral dimensions, unable to reconstitute itself until the forces that Dormammu invoked drew her here as well."

"So how do we beat her?"

The only way to defeat Morwen is to drive her from the body she currently occupies. Unfortunately, the force of such a separation could drive the host body insane, or even kill the one that carries her.

That's not an option. Whoever she took over, she's innocent in all this. We can't let her be killed over this.

Death frightens you. Doesn't it?

No. Meaningless deaths offend me.

I see. Interesting.

Because you have kept your word, and because you are no real threat to me, I have a proposition for you.

In order: Yes, I did, yes I am, and I'm not interested.

Let me try this another way, I...apologize.

You? Apologize? You?

Look, I'm sorry, but if you've been possessed by the spirit of a Boy Scout, there's nothing I can do to help you.

Well, except teach you some camp songs--

I offer my help, since your friend Doctor Strange is unavailable.

What makes you think I will trust you at all?

You don't need to trust me. You can simply work alongside me if you choose not to work with me. But I ask that you do not interfere with me in facing Morwen.

Do we have a deal?

Yes. On the condition that no one else dies.

Good.

The mortals call this place The South Bronx.

GROCERY

I believe it may be sufficient to my needs.

BLATTA

BLATTA

BLATTA

Too many of them --augh!

BLAM!

It's no good--we gotta bail! They're gonna kill us all!

No, they will not kill you.

I will protect you. And give your weapons the power to overcome anyone in the world... tonight.

Our guns!

Wicked!

This is but a start, a warm-up, for I have far to go, and much to do, before the end.

Because all things must come to their respective ends.

Even the world itself.

AMAZING SPIDER-MAN #504

"So this is, as you say, the finest your city has to offer?"

Hey, it's a hot dog. You know anything else that says New York more than a good dog with mustard, maybe a little chili?

I'm just not altogether sure you've given this a great deal of thought.

Could be. See, I've been thinking, and it's odd...lately I've been handling more than my share of magic cases.

I mean, usually it's some guy in a powered suit, or a piece of technology, or bio-engineering...magic, not so much. Until lately.

Some days I think I'm being set up for something.

I share the feeling.

"I mean, first there was Dormammu, who made the mess that let this Morwen come through in the first place--

"--and bad enough she's got the hots for me and wants to give me a bunch of powers to make me her own little magical soulmate--

"--then I got you hunting her, then hunting *me* to hunt *her*....

"Any way you look at it, I'm up to my webs in magical whackos."

No offense meant.

None taken.

What are the green bits?

No one knows.

How can you eat things when you do not even know what they are?

Hey, it's the American way, pal. You don't like it, go back to Philly where you came from.

Back to where?

Skip it, I--

Hey, do you feel a draft?

I feel this is no ordinary wind. This wind has a name.

Mariah?

No. Morwen.

I have come for your answer, Spider-Man. Do you wish to share in the gift I have to give? The power I have to convey upon you?

Or will you spurn my gratitude and my gift...and perish?

The Coming of Chaos

Y'know, you drive a hard bargain, especially when you're dealing with a guy like me, who doesn't do the whole booga-booga magic thing.

I don't--

But as it happens, I got somebody here who can deal with you on your own--

Tess?

No, this is Morwen, remember? We went over all this in the staff meeting, it's --

No. The spirit is Morwen. But the body... the body belongs to Tess Black. I did not see before now, I was not close enough to--

Whoa, hang on, wait a second...who's Tess Black?

KREEE

My daughter.

You have a daughter?

Hundreds, across the centuries.

I'm a Norse god. It's what we do.

So, that's what drew me to this body. I felt strength in it, the blood of gods, but now I understand.

And I understand why it has made me even stronger than before.

Give me back my daughter!

I will do no such thing. And if you attempt to drive me out of this body somehow, the trauma would almost certainly drive her into madness.

You are bold to anger me in such a fashion. It is a powerful sorcerer who would challenge a god--

Psst... hey, Sir Pose-a-lot...

Silence.

Question: If Tess really does have your blood in her veins, instead of being a weak mortal--

--is there a chance that she could survive having Morwen yanked and still end up with all her neurons still pointed north?

Yes... yes, there is.

I have...an idea.

I knew you would.

How about this?

If the Spider-Man doesn't want the power you're offering, I will happily take it and work with you. If it's all about gratitude, surely the assistance of a god is superior to that of a mere mortal.

This by you is an idea?

Being of assistance is not the reason I want this man. My role as sorceress is to serve the forces of chaos. Only through chaos does a race grow stronger.

The Spider-Man is a born agent of Chaos.

Yeah, I get that all the time.

Long have my masters watched him. There is much of the trickster in him, much of chaos...much of the spider.

But *I'm* the GOD of trickery, how much more chaotic can you get?

At what point, exactly, did this conversation turn into the supernatural version of American Idol?

Just asking.

Your trickery, your cunning, and your seeming random behavior are all bent toward one goal: to create a universe where ***you*** are in charge, where everyone does exactly as you tell them.

You do not perpetuate chaos so that only the strong will survive and thus improve the universe, which is my master's noble goal...

No, ***you*** wish for one thing only: ***control.*** And control is the enemy of chaos.

And consequently, you are my enemy.

Spider-Man, I sense truth in the rumors that I have heard, that you won't kill others. I'm going to draw Morwen's attention and her fire, while you do everything you can to save Tess by wearing Morwen down.

Hey I'm not gonna be some pawn in your quick-changing alliances, pal! And I don't take kindly to--

So be it.

WHOOSH

BLAM!

Aw, heck!

I fight back my strong distaste for Loki's back-stabbing, which is mitigated a little--but only a little--by Loki's actual concern for one of his countless thousands of kids roaming the earth.

That and I hate admitting that I can relate to him. We both share the burden of having great power and using it on the periphery.

Different goals, natch. But she's right, we're both tricksters of a sort.

Besides, no matter how you slice it, Tess didn't deserve to have this happen to her. Whatever Loki was and is, Tess is innocent.

AAAUGH!

And that makes it my turf.

I forgot... how slow...mortals can be.

I just wanted you to feel like you were doing well. I'd hate for this fight to be over before you got in a few shots.

Since you have chosen to fight me instead of join with me.

I will not hold back.

But I will. Because I'm a gent that way.

I will not be so kind. I will cut out the parasitic leech that has infested one of my own kin!

Fool!

Kill me and Tess Black will die as well!

We shall see, deceiver!

Father of all living things, infinite source of darkness...

Don't let her get that spell off!

Right!

Send back these plagues to their owner!

Get clear!

Loki?!

I sometimes wonder...what ever happened to honorifics? Once upon a time, it used to be Sir Loki, Loki-your-honor, even Mr. Loki would suffice...

They went out the year Kennedy refused to wear a hat for the Presidential Inauguration.

What...?

Nevermind, long story. Just listen to me!

I have no wish to kill you, Spider-Man. But if you keep helping that godling, I will have no choice.

Let's try this another way... let me take her on directly and you just stand back.

She's far more powerful than you. You cannot win against her.

That's the thing. I don't need to.

I realized that Morwen didn't know Tess was your daughter until *after* she was inside her. That means she didn't choose Tess for her godlike abilities.

Go on. Tell me in this way...

Maybe it was something in Tess, something godly in her, that called out to Morwen!

If that's the case, then maybe there's still enough of Tess in there for you to reach her telepathically, just like this.

You mean-- enough of my own blood and spirit in my daughter that I could wake her up and--

Tess can help you to drive Morwen out. You've got to try. Now hurry, before I get pulverized.

And stop thinking about that blonde on the corner, okay, Mr. Mortal-Women-are-so-cute!! We've got work to do here.

If I could just get in close enough where she doesn't have a chance to cast those spells!

I'm going in ...

Help me. Someone. Please.

Tess. I've come.

Do you know who I am?

...Father?

You cannot defeat me. Loki himself cannot defeat me.

I'm willing to try.

You have to fight.

I'm afraid. I can't!

Come to me.

Come to me. Show her how wrong she is. Show her your strength, my daughter. That a father's angers can still be found in a daughter's eyes. That anger is something to be feared.

Father!

no! I will not let you!

FATHER!

Come to me!

I have to kill you.

I'll kill you and then be rid of that thief, Loki.

CRACKLE FTTTZ

AUGH!

AAAH! LOKI! HURRY!

It's taking all my power, using it against me. It's not just normal magic.

I could stand a chance against that. But it's like fighting myself--my own strength--holding me down.

Not much time now...I really hope Loki is gonna pull this off. Or I'm splat on the pavement of life!

I can't linger on you. I have to get to Loki soon or it's all over.

But I will not leave this body.

NOW, DIE!

GUUURRRGGLLE...

Omyadamishanada...
Omyadamishanada...
Omyadamishanada...
Omyadamishanada...

Is she going to live?

Yes. She is in a deep sleep of forgetfulness now.

So...where do you and I stand...now? I mean...

I owe you a favor, for saving her life. One day, should you choose, you may collect upon it.

Under the usual conditions, of course.

Cool.

...I think.

Doc Strange still wasn't in town, so I did a little investigating of my own at the public library.

There was nothing on microfiche or any literature on Morwen, First Sorcerer of Chaos.

I looked her up online too. All I got were X-rated sites. Thankfully the public library has a block on that stuff. Talk about embarrassing!

Shopping

Money

People & Chat

Search

Morwen + Sorcerer of Chaos

Then I did some checking on Tess Black.

Doesn't seem like Loki's kid. For starters, she's respectable, even made the paper a few times. She's a stock trader and pretty well-off.

I put her home phone number into the new feature online and got a map of her address. I think the service is stupid--stalkers could have a field day--but it's handy for a guardian angel like myself.

Oh, and I made absolutely sure Aunt May's number stayed unlisted. Just 'cuz.

I stop by the house but...

It's for sale. I wonder if I have the right place.

PRESENTED BY MASTRO Realtors

Checking in?

Oh, it's you.

That's "Sir You the Mighty" to you. And when you address me, it's His Holiness and please and thank you.

Tess has no memory of the conflict, which is the best thing for her.

Yeah. That's good.

But you're going to tell her, right?

I have no intention of jeopardizing my progeny with enemies or foolishness because they discover too much of their origins.

Well, then, Your Royal Terror, would you please march right over to a comfortable chair and take the time to explain this "For Sale" sign on Tess' home. And please tell me how Tess is doing.

She also has no idea she's the daughter of an Asgardian God.

This is all of Tess' vital information, including where her new home is located.

Cool trick.

I want you to look after her, make certain she doesn't remember what happened with Morwen. You would do that for me, right?

So much for the favor of the gods.

Less
Spring St.
12 5556612

My request has displeased you?

Nah, it's just...I have my own reasons to look after Tess anyway. Morwen might be back to try and take over her body again.

That is my concern as well. And that's one thing we finally have in common.

Right. Kinda like Loki Phone Home.

Yeah. You weren't a big fan of street pizza or hot dogs.

If you need me, use the rune. That rune you have will summon me in an instant should Tess be in danger.

What?

Nothing...

But I kept the Rune. Then headed home after my patrol, thinking that it's kinda cool to have a god on your side, all things considered.

AMAZING SPIDER-MAN #505

There's been a recent breakthrough about the very real possibility that the word *"vibe"*--like *"that guy puts off a bad vibe"*--is an actual scientific phenomenon wherein...

P--

...*wherein* we really do leave residue others can pick up. And not just us, rocks, ants, predators, hounds, it seems most of nature is picking up on "vibes" these days. In fact...

OFF DUTY

NYC TAXI

291S8Y

TAXI FARES

Initial charge

...a good hound dog can detect the odor of a human fingerprint for six weeks and distinguish it from other odors until the scent fades away. Definite vibe going on there.

NY

A--

Ants? they can smell out the differences between themselves and other ants on their trails, and in fact hide their own trails so that their own kind can use them. But some ants even hunt and ensnare...

FD

I'm--

...ensnare other ants to take as slaves by releasing special odorants that throw a whole other ant species into total confusion. And cats...

Peter?

...*cats* have the most amazing sense of smell. You know, when a cat is standing around with its mouth open, it's actually smelling through two different nasal glands.

2 3 DEPARTING

1 DEPARTING FLIGHTS

2 ARRIVING FLIGHTS

We apparently have the same glands, but to a much weaker extent. Although lately, that's been challenged. Which is the point I was just getting to...

Peter--

A human being can smell only a few molecules of musk, and even smell ants. Did you know that's where the word *pismire* originally came from?

DNY

Peter--

So that whole *"vibes"* thing may really *be* something. Even schizophrenics have this unfamiliar odor caused by a certain acid exuded in their sweat--

DNY

Peter.

I'm gonna be late. We need to say our good-byes here since they won't let you into the gate with me.

I was hoping I could just keep talking and if I kept on talking...I wouldn't have to *say* any good-byes.

That sounds kinda crazy.

Yeah well, the last time we said good-bye, you know, it kinda hurt. And I'm a little worried that *this* time, if we say it--

FDNY

Then we won't say good-bye.

We *won't?*

No, we'll say, *"See ya later,"* instead. And I expect a goodnight call promptly at midnight--every night--don't forget.

I won't forget. I'd have to be thrust into the fiery chasm of the abyss where there's bad cell phone service before I wouldn't call you for good night.

See ya later, then.

See ya, Tiger.

Two weeks earlier....

--and like I said, I need to get back to my career now. An offer has come in, a big offer. It's something I can't pass up.

I understand. So long as things are fine with us.

Everything is fine with us. I'm ready to go back to work knowing that you'll be here waiting for me when I get back.

Why am I so reasonable?

I wouldn't mind except sometimes I'm unreasonably reasonable.

So I decided to bury myself in the work, knowing that if I just sat around, I would miss MJ. I would worry. In other words, I'd be stupid.

But it's a happy-skippy night. Seems like everyone's behaving just when I need some rowdiness.

I wonder how MJ is doing.

BEVERLY HILLS, CALIFORNIA.

It's three hours earlier in L.A., but I bet she's feeling New York time nonetheless.

Paramont Pictures

This is the biggest break in her entire career. I feel weird not being there.

You look good as new.
Now, smile for me.
Go knock 'em dead, girl. This is your big day.
Excuse--
Excuse me--watch out!
Sorry...
Can I help you?
I have a five o'clock with John Parson.
And you are...?
Mary Jane Watson-Parker. I'm here for the role.
Oh, uh...
If you'll just wait one moment...
I'll call him and let him...know.

Yes, MJ is here to see John, I...I know, but--

--well, then *you* do it.

Fine, I'll come back there and see him myself.

One moment, please.

VARIETY

...Well she's here and she doesn't know about John being gone or that you already hired Pamela Cartman. What do you want me to do about it?

I don't care how you get rid of her. She was Parson's choice and it's not my fault he didn't follow up after he was fired. But we're not going with her so send her away.

But what do I tell--

Tell her I don't want some bimbo model with delusions of talent in this role! It's too important!

I'm sorry, can you--

Hello? MJ?

Twelve-twenty-five? No...

Twelve-forty! No...

Oh, I always forget I'm upside down...

It's *ten-thirty.* Too early to call yet.

Hey, what's doing?

Only if you share a fry.

You wanna get off the roof?

So, what's going on?

Oh, it's nothing. Nothing we need *you* for.

Looks like a stakeout to me.

And in lieu of your excellent observational skills you are going to blow it hanging around.

So what are you staking out?

Um...

Mmrm fofrrjfm. mmm.

I can't hear you.

It's...

Someone is stealing bicycles. A female undercover just rode in a bike and hooked it up here.

And we're waiting for the culprit to nab it so we can arrest him.

That's--

Very--

Very thoughty of you.

Okay-okay! It's a nothing assignment. But we gotta do what we gotta do, right?

Right. Well, seeing as it's rather slow for me too, I'll help you guys out.

=Heh-heh=

=sigh= Great.

I never believed it when they said people in L.A. can kill you with a smile on their face.

How could they have fired John Parson without telling me or my agent? I came all the way out here for nothing. No, I came here to be insulted. Am I really just a model who thinks she's an actress? Delusions of grandeur...?

What am I going to tell Peter? I can't... I just can't tell him. I'm so ashamed.

What am I *doing* here? Nothing.

Nothing yet.

Just a minute, guys, I have a call to make.

Spider-Man has a cell phone?

Who do you suppose he's callin'?

BRRRINGG BRRRINGG BRRRINGG BRRRINGG

The guest you are trying to reach is not available now. Please leave a message after the beep...

BEEP

Hey, it's me, calling to see how you're doing. You there?

Oh, it's a hotel phone. Even if you were, you wouldn't be able to pick up.

Hmm. Okay I'll call back a little later. Worried about you though. You can call if you get in--it's slow tonight.

K-CHHKK

That kid's gotta be 12 at most. Way too late for him to be ou---

AUGH!

Spidey Sense--calling--collect--again! The pain the pain! But *why?* What's so bad about this situation?

Who's there?

I ain't afraid of no one.

You hear me?! No one!

Something...about that kid... it's splitting my head in two. I don't understand. Why is my Spider sense going off about him? He's only 12.

I'd better follow him, just to be sure.

GROCE

I think we found our guy.

Get ready.

Right.

Aghk! Gat keeps falling out...

A gun?! Oh man! Oh man!

Ready?

Let's go.

FREEZE!

What--!

Now I see why my spidey sense went nuts on me.

And if I don't move fast, this could escalate--

--into something ugly.

Gotta warn the cops first.

STAY BACK!

They're adults, they have some sense at least...

And now to take care of the kid...

Without anyone getting hurt by the gun...

What the--

Fingers stuck!

--myself included!

Oof!

Gotta be careful, knock him down without hurting him--

It's okay...it'll be okay--

But he's armed!

No! Don't move!

I said *stay back!* I mean it, guys! Don't blow this one!

Nuts...if I don't let go, it could go off...

KEEP AWAY FROM ME!

No. I'll go after him. *Do not chase him.* You'll only make it worse.

I move fast.

He's on the run, darting in and out of back alleys and through fences. Anybody could come out of those back doors.

He's veered again. Nuts...

This just got a lot more serious.

Where'd he get off to?

He's my responsibility now. I can't lose him!

Oh. There he is.

Worst place he could be. Forward, he falls, backward, he'll shoot. If I try and web him, he could shoot or fall.

I'll have to do this the hard way.

Hey... how's it going?

What--

Stay back! Stay back, I mean it!

Just thought I'd come by, check out the view. Nice night, isn't it?

Perfect for hanging around, target practice... surrendering your gun....

It's not my gun... it's my *dad's* gun. If he finds out--

He *will*. And he'll be really unhappy. But he'd be more unhappy if you did all this and got yourself *killed* at the same time.

But I *had* to...the other kids, they always said I wasn't nothing...that I was a wuss...they were always ganging up on me...I wanted to show them... show them I could be as tough as they are... tougher.

Well, I think you did that. Now you have to show if you're smarter than they are. *Are* you? Are you smarter?

Don't make me--

Nobody's making you do anything. *You're* in charge here. It's all your decision.

I know what it's like to get beat up a lot.

Yeah, right.

What--you never watch the news? I've been ganged up on by everybody this side of the Bronx. And I used to be a kid just like you, before I got...like *this*.

If you get hurt, they'll just laugh. They'll say you're a jerk. You want that?

You want to give them that satisfaction? Or do you want to be your own guy? Because the gun doesn't make you your own guy.

The gun just kills people. People like you. Or those cops down there.

Don't give them the satisfaction.

Don't.

"...And never, ever let them see that you doubt yourself."

TOWER HOT

What can I get for you?

Club soda.

Coming right up.

I didn't order this.

On the house. It's miso soup, guaranteed to cure anything.

Probably a good idea... I haven't eaten all day. Thanks.

No problem. And I promise I won't ask for your autograph.

Ohmygod... I forgot to call!

Peter!

BLEEP-BLEEP-BLEEEEP!

Is it--?

Hey, about time. So tell me the good news.

Good news...?

About the ***part***. They offered it to you, right?

I...

Yes, but...the pay was bad and the part just...it wasn't right for me. So I turned it down.

Aww, that bites. But you're right to say no. Makes 'em want you all the more later.

Are you all right? You sound kinda quiet.

Oh, I'm just tired. It was a long day.

I understand. Get some sleep. You've got a long flight ahead of you.

I will. See you when I get in, tiger. Was your day okay?

Couldn't be better ...couldn't be better.

THE END

AMAZING SPIDER-MAN #506

PROLOGUE

Somewhere in Peru.....

Knock-knock.

I'm not doing this--

C'mon, it's funny. Knock-knock.

THE BOOK OF EZEKIEL: CHAPTER ONE

I told you, Felix, I don't like knock-knock jokes.

Yeah, but this is a good one.

No such thing.

C'mon, Ramon, just once. Trust me.

Sigh....

All right. Go on.

Knock-knock.

Who's there?

Michael Jackson.

This better be freaking good, Felix. You're talking to somebody who's got *Thriller* on tape, LP, CD and MP3.

It is. Come on.

Knock-knock.

Who's there?

Michael Jackson.

Michael Jackson who?

Congratulations! You're on the jury!

That's the most ridiculous--

Knock-knock...

Who...who's there?

...along came a spider and sat down beside her...

Along came a...

Madre de dios...

AAAAAAH!!

BRRRRRRRRRP! BRRRRRRRRRP! BRRRRRRRRRP! BRRRRRRRRRP! BRRRRRRRRRP! BRRRRRRRRRP!

BRRRRRRRRP!

BRRRRRRRRP!

BRRRRRRRRP!

BRRRRR-

I knew you would come tonight. They wanted to protect me, but I said it would do no good. That you would come regardless.

Did you--

They'll live.

Good. Then there is still hope for you--

--Ezekiel.

For a little while, at least.

I'm burning up.

I know.

You have to help me.

Inca blood flows in my veins. The blood of kings. Of Pachacuti and Inca Roca. When all this was known as Tiwantinsuya, a place of secrets. A place of power.

I am a descendant of kings. I do not *have* to do anything.

I will help you because I *choose* to help you. For what you have done to help my people.

And in sadness for what will happen to you.

Don't write me off yet, Miguel.

Others have tried before, but I always survived. I will survive this.

Perhaps. But understand: I will help you this one time more, but then you cannot return. If you try, I will not be here, and the door will be closed to you.

But--

I must do this, because if you return again, you will not be as you are now. And either you will die... or I will die.

This is the last.

I'm sorry.

Just...do it. The bleeding. Bleed it out of me, out of my system, enough to buy me the time I need.

And then?

And then... I'll do what I have to.

He'll help me. I've worked hard to make sure of it. He'll help.

You mean he will die, do you not?

Just do it, all right? Just... do it.

You cut the man...you bleed the spider. You cut the spider, you bleed the man.

But when the blood is gone, the man is gone--

--and only the spider remains.

AAAGHHR

RRRRRRRRRR!

HONK! HONK! HONK! HONK! HONK! HONK! HONK! HONK! HONK! HONK!

Mauro's

Sorry... 'scuse me...coming through...bad guys to catch...

Nice dress, lady.

You ever think about washing that car, pal? What do you think this is, Jersey?

'Scuse me! Coming through!

That's one down, now to--

PARK

No!

EEEEEEEE!

SHUTTUP! SHUTTUP!

Back off, freak!

I just want to--

I said *back off!*

I'm taking her and I'm walking outta here, you got that?! You try anything and she's *dead!*

I can't let you do that.

You got no choice!

Please, I--

I said shut up!

Look, you want a hostage, fine, take me. I won't put up a fight, you can put the gun right up to my head, and--

What're you, kidding?

Everybody knows bullets don't do squat to you, man! You're...what the hell's that word...invul...

Invulnerable?

Yeah, that's it, invulnerable.

Where did you get *that* idea?

Back off, man--

Look, I'm *not* invulnerable. I want to know who's putting this out there because it really hurts my value as a hostage, and I can't afford that, not in this economy.

Just got to keep him talking until I'm a little closer...can't risk webbing the gun...if it goes off--

I'm not telling you again...back off or I kill her!

You think I'm kidding?

Huh? That it? *You think I'm freaking kidding?!*

STOP

CLICK!

Ungh!

BLAM!

EEEEEEE!

AAAAAIIIGH!

What the--who the heck--

Didn't your mother ever warn you not to play with guns? You'll put your eye out.

Ahgh... get off...get off--

Or maybe I'll just do it for you.

Ooooof....!

What'll it be? Left or right? Heads or tails?

Ezekiel... let him go--

Maybe I'll take both, just to be sure--

I said *let him go!*

He's crazy, man! The dude's crazy! I'm getting outta here!

Just gotta get clear, get to my--

That's *him!*

FREEZE!

Okay! Okay! I'm frozen! I'm like *SO* frozen...I'll do whatever you say....

"...just get me the heck away from those two freaks."

What the heck were you *thinking?* She could have been killed--

Are you kidding?

We're both children of the spider, Peter. Both hunters.

He never had a chance.

Maybe. Maybe not. But I don't like taking chances like that.

No...no, you don't, do you?

And what was that bit with the eyes?

I got carried away, Peter...the thrill of the hunt...

And stop calling me Peter.

Sorry, P. Wasn't thinking.

I mean, I suppose I should be grateful that you showed up--

That would be a commendable start.

--but still...

It worked out in the end. That's what matters.

Anyway... All things considered, it's... good to see you again, Ezekiel. So what brings you back to New York?

You do, P. But I'll tell you the whole story over dinner.

At your place.

Your wife does cook, doesn't she?

"Depends. Does ordering in from Domino's count as cooking?"

"Absolutely, P."

--and there were three very nice hats, and they were just similar enough that I couldn't choose between them.

Now, perhaps it's just me, but if I were running a hat company, I'd want to make my products different enough that you'd want to buy all of them, instead of making them so similar that you feel foolish buying this one ***and*** that one because ***this*** one has a red ribbon and ***that*** one has a blue ribbon.

Not that I own a lot of hats to begin with, and I wasn't looking to ***buy*** two hats in any event, but it's the principle, isn't it, Mary Jane?

And then these little people from Venus showed up and not only did they cut in line, they bought up all the pink hats when everyone ***knows*** it's not pink hat season on Venus. That's the rule: no white shoes on Earth after Labor Day, and no pink hats on Venus after July.

Isn't that right?

Uh, huh... I...

...wasn't... listening.

I'm sorry, May, it's--

I understand. You've clearly got a lot on your mind right now.

Is it anything you want to talk about?

When I went to L.A. for the movie, they... they didn't want me for the role. They said they didn't want some model with delusions of being an actress.

I told Peter I turned the job down, I just couldn't...I couldn't, that's all.

But I've been wondering... are they right?

Actors are paid to walk and talk and be dramatic. Models are paid to sit still, shut up, and be distant. We're talking here about two different skill sets. Maybe I don't have it. Maybe I should just be what I am, do what I've done.

Would you like my opinion?

Yes. Please.

The film roles you've done so far...in one you were the beautiful girlfriend who was in jeopardy, in another you were the beautiful girl who tempts people to their death...in another you were the beautiful woman who inspires the hero...

It seems to me they hire you because they need someone beautiful to fill a niche in the plot, not because they want someone who can act.

You haven't played a character, MJ, you've only played things that move the story ahead.

I know. Which makes me think maybe I'm expecting too much... maybe I'm shooting too high. Is that possible?

Yes, Mary Jane, it is.

But it's also just as possible that you haven't shot high *enough*.

I left that newspaper behind on purpose, incidentally.

THEATER DIRECTORY

OFF-BROADWAY AUDITIONS

"I have to say, this is quite a surprise..."

...I mean, I often hear about the people Peter meets, but he doesn't usually bring his work home with him, because--

Well, he can't, really.

Secret identity and all that.

Exactly. So this is... nice.

So.

Peter tells me you think he got his powers from Slappy the Spider Fairy.

That's *not* what I said.

Actually, it is.

Not...exactly. I simply told P that there's a supernatural ***component*** to his abilities, linking him to similar people over time...and that the spider that bit him may have done so with intent, carrying out a specific destiny.

Look, I know the source of my abilities--

The ***how***, yes, but not the ***why***.

--and they're all clearly based on the scientific extrapolation of a spider's natural abilities.

That so?

Yep.

Then what about your spider-sense?

Spiders can see all around them, they know when--

Yes, but you don't. But you are able to sense things behind you. Not just objects behind you, but you can sense danger--a concept--from some distance, even blocks away, sometimes even before it happens.

That sound like a natural ability to you? Or something closer to prescience? Precognition? Remote viewing?

Or are you saying you really do have eight tiny spider-eyes in the back of your head, beneath the hair where nobody can see them?

Don't even think about it, MJ.

Just checking. How many fingers am I holding up?

You do know you have to sleep with me, right?

Three.

Slappy says hello.

...redrum, redrum....

I...think I'll clear my place while you two work this out.

I can seeeeeeeee you...

Keep this up and you only *think* you'll be sleeping with me tonight, pal.

You know, MJ, Jeff Goldblum only picked up the genetic traits of a *fly* in that movie and it was really scary...

...can you imagine how much scarier it would've been if he'd been in that teleporter with a *spider*?

I am *so* going to hurt you, Peter.

OFF BROADWAY AUDITIONS

22

don't be stupid

"Thank you for the lovely dinner."

My pleasure. Nothing but the best take-out for a friend of Peter's.

Speaking of which...want to take a walk, P?

Sure thing.

Be back in a few, MJ.

One thing, Mary Jane... whatever Peter may think, I do know a few things about destiny.

And about power.

We have as much power as we choose to have. And I have the power to see things...things that happen.

I see you on the stage. I see you before an audience. And I see your every doubt removed forever.

I'm never wrong, you know.

What was that about?

Were you ever a Boy Scout, Peter?

Yeah, but what does that--

"Just doing my good deed for the day."

Nice night.

Yeah, it is.

So why do I get the feeling you're about to ruin it for me?

You're in danger, Peter. Terrible danger.

You, and everyone you care about.

"You've probably noticed that for the past year, more and more of your battles have been with forces coming from the supernatural side of the street.

"This is not a coincidence. It's what I warned you about before.

"You've been noticed.

"Your power has a supernatural aspect to it, whether you care to admit it or not, and sooner or later, what goes around, comes around.

"It's not going to stop.

"And it's about to get a whole lot worse."

What you have to understand is that power has three components.

Those that want it.

Those that give it.

And the final component, those who control it. The gatekeepers.

The spider is your totem. Real totemic power comes through supernatural channels. But the way you got your power circumvented that. Which wasn't so bad, as long as the gatekeepers didn't notice.

But now that I've been noticed--

The bill is coming due.

I told you that you were going to go through several trials in terms of supernatural forces arrayed against you. I told you that the worst of them, Shathra, was not the last.

And that there was one more coming. The most dangerous of all.

And I'm guessing you didn't come all this way to tell me he's been held up in traffic.

I'm afraid so, P.

He's coming. The Gatekeeper is coming. Maybe even tonight.

You have two choices. You can choose to stand your ground here, and try to fight him.

Unfortunately, you will almost certainly be killed in the process. He will also come after you wherever you go, which means your presence will put Mary Jane in danger.

So what's choice number two?

Come with me.

Where to?

South America.

South *America?* Are you out of your *mind?*

Probably. Sure as hell I wouldn't be within a hundred miles of you if I *were* sane.

"Because unlike you, I know exactly what kind of hell is coming your way very shortly."

"Here, spider... here spider... c'mon...."

Gotcha!

Heh...*that'll* teach you ta mess around with Lightnin' Jack, fastest spider-smasher in this part of--

--hunh?

WHAM!
WHAM!
WHAM!
WHAM!

Holy...

LEMMEOUTTAHERE!

"I know you've had a long night, Peter, so maybe the best thing is to just sleep in tomorrow."

I have to get up early, but I'll try not to wake you.

Why? What's up?

I...have an audition.

"An audition? Here in town? That's great, I didn't know they were shooting anything--"

"They're not."

It's... don't laugh, Peter--

I won't, I promise.

It's an audition for a play. It's just a little thing, Off-Broadway, over on West 7th, but it's a serious play, and I think it might be good for me, and--

"Peter, I said don't laugh--"

"I'm not laughing, MJ. I'm smiling."

I think it's a great idea. And long overdue. Let 'em see what you can do for real, as an actress, not just someone people drool over in magazine layouts.

Which, of course, includes me.

You're not just saying that? You mean it?

I've never meant anything more in my entire life.

"I think it'd be a great thing for you to--

"MJ?"

MJ? What...what's wrong?

I don't know, I...

There's something inside me. Something *inside* me...

Peter... help me! Help me!

"Oh my God..."

MJ? MJ!!!

...the pretender... beware the pretender... a price must be paid...

RRRRRRRRR!!!!!!

MJ!

-I!!NNNNNGGGG

Yeah, I'm awake who--

Ezekiel? What--

Where the hell are you?

Turn on the TV.

Which channel?

I think this'll be on pretty much *all* of them, P.

Holy...

--the most astonishing sight I've ever witnessed.

CLICK!

THE BOOK OF EZEKIEL

CHAPTER TWO

Literally millions of spiders have come out of every hiding place in the city, every nook and cranny, and have swarmed over nearly half a mile of prime Manhattan real estate. And they show no sign of stopping. Thousands of people have been bitten by the spiders, and hundreds more have been frightened into heart attacks and seizures.

Entomologists contacted by WQED have no explanation for this swarming behavior but say they are concerned because the average home can have as many as two hundred spiders in, on and below the structure.

For another opinion, we contacted J. Jonah Jameson, of the *Daily Bugle*.

Of course Spider-Man is responsible for this!

But Mr. Jameson, we know the Bugle has an anti-Spider-Man agenda--

Look, lady--

--if there were ten million ants crawling up West 7th, you can bet your diploma I'd be trying to get my hands on Ant-Man for a confirm-or-deny...

West 7th...?

That's where MJ was heading for her audition!

"So what brings you this far off Broadway, Mary Jane...?"

Well, I--

I mean, a ***model*** of your ***stature***, all the magazine covers, the glamor, isn't this just a bit...déclassé? A bit off the beaten track?

I saw the audition notice. I read the script. It's a great script. I think I could do a good job with it.

My assistant explained that there are no lingerie scenes anywhere in this play, right?

Yes.

Twice.

All right, fine then, let's get this over with.

Yes, make it a latte, three sugars, lots of chocolate and cinnamon, and be sure to get one of those mug snugglers, otherwise it burns my hands.

Go on, Mary Jane, go on, we're all watching.

And I said to her, I said, Ruth-Anne, that man is never going to marry you. He talks good, but he's like one of those billowy clouds you see out on the ocean, big and full of wind but they disappear as soon as things get hot.

What you want is a man of character. A man who will stand by you when other men would run. A man who--

But there's another two paragraphs. I was barely getting started--

Thank you, Mary Jane, I think that will be--

Yes, well, my mother had a car that started about the same way on cold mornings...all that awful noise, and--

...oh my *Godddddd*...

AAAAAGHHHH! GETTHEMOFFOFME! GET'EMOFFAME!

Look out!

Unghhh!

Is everyone all right? Is anyone hurt? Is--

Oh...

Aaaahh! Ahhhhh!

AAAAAGGGHHH!

Oh no... ohno...

Out! Everybody out!

Coming through!

Wait... I don't... holy...

Hold that thought--

Hey good-looking. So, what do you think of my family?

Yick-yick-yick-yick-*yick!*

Yeah, we get that a lot.

I think everybody got out okay, but I can go back and check. Who was that?

A director. He was mean to me.

Look, a puppy in trouble.

Go get him!

You sure you'll be okay from here?

I'm fine...they'd have to get a taxi to get here before I'm long gone.

So what're you going to--

I'm going to find out what's at the center of this by...

Well, going to the center of it.

You sure that's a good idea?

Mmmnnnnnope. But I have to start somewhere.

Catch you later, MJ.

Good luck. When this is over, you can find me in the shower. For the next four days.

Copy that.

Have to find the epicenter of all this, because that's where--

P...over here.

Ezekiel?

I wanted you to see this yourself. I told you something like this would happen. The Gatekeeper is down there somewhere, and he's not going to rest until he finds you. The only way to stop this is to get out of town...come with me--

I can't.

You can't help them by staying. You'll only make it worse--

Yeah?

EEEEEEEE!

Tell *her* that.

Hellllllp! Somebody, help meeee!

Pleeeeeeeasse!

Don't move--

I'll have you out of here in a second.

Thank you, I--

Not a problem.

Boy, if I were one of you guys, I'd be real embarrassed to be stuck in a human-web. Now get gone before I tell your wives, and you know what'll happen then.

She'll bite your head off.

Uh-oh.

Did you just say uh-oh?

Uh-huh.

Nuts.

Let me guess...you're the Gatekeeper, right? Well, if you're looking for the keymaster, he's in another movie.

Ghostbusters.

C'mon, everybody in New York's seen it, it's mandatory or they take away your driver's license.

You know what? You don't look so tough to me. Just one more big strong guy.

Made out of spiders.

Well, okay, two points for originality.

Now comes the *real* test.

MJ was right...yick... now, I--

Whoa... okay, back off...I said back--

AAAAAGGH!!

A thousand bites slice into me...all over me...can't move--

Can't see... can't see to web onto... anyth...

This is stupid... I can't go like this...I can't...

...can't... feel...my legs....

You are not the one. Learn...

Learn...

You believe you stand upon solid ground, that the earth is firm beneath your feet.

You are wrong.

The ground moves beneath you, it swarms and flexes and flows, like water through sand, like muscle beneath tissue. In constant motion.

Put your hand to the ground, and feel the heartbeat of the earth.

Hear the whisper of builders and shapers.

Eaters and destroyers.

And hunters.

The spider hunts because that is its nature. And because it knows the secret.

That the blood of its prey is the milk of the world.

And it is sweet.

That is the answer to the question you ask in the middle of the night, in the darkness of your heart where you think no one can see, or hear. The one, singular question that is at the core of your being.

And that question is--

--why me?

There were so many others on that day, in that room, together, there--

--with the spider.

The hunter.

Wounded. Irradiated. Dying.

Angry.

Why you?

Given the power, what would they have done with it?

They would have sought renown, perhaps. Sought riches.

They were soft, especially the ones who thought themselves so hard.

They would have crumbled under the weight of the gift. They would not have known what to do with it.

Why you?

Because they were not hunters.

Because you were a hunter without teeth.

You were chosen for your rage.

You were chosen because of every casual wound you suffered.

Chosen for every time you were tripped, trapped, struck, beaten and humiliated before others.

Chosen for the fury you were forced to hold in check, for the words you could not speak.

Chosen for the blind rage that gripped your heart like a vise at every fist and foot and rock that hit and kicked and cut you.

And for the greatest rage of all, the one you reserved for yourself, for being unable to fight back, because there were always more of them, and they were always bigger, and they were always stronger.

But what if that changed?

Who could be a better hunter than one who had been prey?

Someone who would be driven to fight back against the dark forces sent by the world, who would never stop even though they were bigger and more and perhaps even stronger than he was.

Because having once been prey, he would never allow himself to become such again. Would never surrender. Would take death before submission.

Why you?

Because of all those who were there that day, there was only one hunter.

And as the science you worship tells you...like attracts like, and the presence of the observer affects the observed, and at the end of the mathematical day, there are no accidents, no coincidences. There is only...

...professional courtesy.

But...I don't understand...if all this is...if this is true... why are you...I thought--

It was necessary, that you might see the truth. See the pretender.

See... with the eyes of a spider.

"What you are doing is dangerous. I ask you again to reconsider."

Everything's dangerous. But the risk is worth taking if the goal is big enough. And this one is.

If you take from the spider that which is not yours to take, one day a price will be asked in return.

To this generation, there is one chosen. You are not that one.

But I can *make* myself that one.

Besides, I paid that price when I saved your village from the government, when I kept the bulldozers away from this shrine. Now *your* bill has come due, as we agreed.

Do it. Or I will undo everything I have done.

Very well. But the pain will be great.

I spent years and more money than you can imagine to find this place, I'm not backing off because of a little pain.

A little pain? Until tonight, Ezekiel, you have never known the meaning of that word.

AAAAAAAAGGHHH!

--hunh... hunh--

Is that... is that the worst you can do?

Oh, no. Not at all. The blood is merely the signal.

The blood calls to the magic. The magic that will sustain you, until the true one, the chosen one, appears in the world. Then it will come and it will find you, and it will finish the meal it begins tonight.

Because blood is the milk of the world.

AHAAAAIIIEEEEE!

"When that time comes, Ezekiel, your only hope is to divert the powers you have bargained with, to bring them to attack the chosen, and in so doing eliminate your competition.

"Or, failing that, to convince him to fight them on your behalf...and bring him here, to the beginning, to this place...that his blood may take the place of your own when the madness, and the death, follows..."

Unhhhh... unhhhhhHHHHHHH--

--HUUCCCHHH!

Lungs working again... I can breathe...some kind of drug...induced hallucinations....

But if any of that was true...

That's why Ezekiel wanted me to come with him to South America...maybe it's why each of the supernatural forces I've fought came the same time he showed up...he was trying to get me to fight them on his behalf...

When they were never really after me in the first place. They were after him. If that's true, then as long as I don't go to South America, I should be--

Hello, P.

Surprised? Don't be. There are spiders everywhere, you know. Once you enter the magic, once you enter the story, there's no telling where you'll come out.

The only thing I do know, P, and I'm real sorry about this...is that having gotten here, you won't be allowed to leave. Not alive.

Because now it's my life or yours. And I intend to live.

But for what's coming, and how you'll go, I am sorry, P.

Honest and true.

AMAZING SPIDER-MAN #508

Have to stay conscious. Have to focus. Have to--

Have to--

Have to... what?

Die here.

I'm going to die here.

THE BOOK OF EZEKIEL

CHAPTER THREE

How did I--

Yes--

Ezekiel.

Came to me...came to me in New York, tried to talk me into coming to South America...said the supernatural menaces that had been coming after me were coming again, hard--

--but he was lying. They weren't coming after me. They were coming after him. He used--

--used me.

And then--

--then darkness, and the voice--

--the voice, old, so old--

--so cold--

--the hunter--

Blood is the milk of the world.

--the truth--

--your only hope, Ezekiel, is to divert the powers you have bargained with, to bring them to attack the chosen, and in so doing eliminate your competition. Or, failing that, to convince him to fight them on your behalf--

And the trap.

"--and bring him here, to the beginning, to this place...that his blood may take the place of your own when the madness, and the death, follows."

And then... here.

It's my life or yours. And I intend to live. But for what's coming, and how you'll go, I am sorry, P.

Honest and true.

Tired or not, confused or not, I should have run the second I opened my eyes--

--stupid--

Ezek- Ezekiel? I don't want to fight you, I--

I don't either, P.

But I can't let that stop me now!

Ungh!

Fast...he was so fast--

He was always nearly as strong as I was... but now there was the strength of madness... determined to survive at any cost...and I thought--

--is this how I looked to those I came after?

The face of the hunter.

The spider.

Get... off me... get--

A move like this, with anybody else, I'd have a four-second window to move...they'd hit the floor, get up, turn--

--off me!

--so for just a second, just a ***second***, I let myself forget who--

--no, not who--

--what I was fighting.

Spider-sense doesn't work with him, because he's like me, a child of the spider. Didn't see it coming. Didn't feel it coming. Not until--

AAAAGGGHHH!

Too late.

Don't fight it, P...you'll only hurt yourself. It's a neural toxin, designed to slow your reflexes to a crawl...you can't fight it.

Can't breathe-- burning up--

I lose the mask... doesn't matter... not here....

Just come with me...I don't want this to hurt more than necessary.

I don't want to die... not here, not now....

...not like this. In the dark. In the dirt.

...not like this...

Not like this.

Not like this.

Muscles feel like rubber. Doesn't matter. Fight through it.

Fight.

Fight.

You were chosen for your rage.

Who could be a better hunter than one who had been prey?

Someone who would be driven to fight back against the dark forces sent by the world, who would never stop even though they were bigger and more and perhaps even stronger than he was.

Because having once been prey, he would never allow himself to become such again.

Would never surrender.

Would take death before submission.

Death--

--before--

--submission.

That's it, P...just go to sleep...

...it'll all be over soon.

I don't want to do this.

I don't have any choice.

No.

No choice at all.

Nothing I can do.

Ezekiel... listen to me, just--

No choice.

AHNNGGGH!

Your blood for mine.

My blood for yours.

Your life for mine.

My life for yours.

Now they will come-- the powers will come-- for my blood, my life, and they will find you.

And they will take you. And be satisfied.

And I will be free.

Goodbye.

Ezekiel, wait... Ezekiel--

EZEKIEL!

--UNNGGHHHH!--

Come on, Peter... pull...pull, damn you--

--not like this...not like this--

Any time now. Any--

Tired...so tired...

Too late now...nothing I can do.

Don't think of the pain...don't think about anything else--

--just think about MJ. Think about MJ. Think about--

My blood for yours. Your blood for mine.

My life for yours.

Your life for mine.

I tried to help but there was nothing I could do--

Why do I seek the power of the Spider? So that I can help people, without it there's nothing I can do--

Before I can get started I need a base of operations, a company--

Look, Ezekiel, we can't get anything done unless the full Board of Directors can agree on--

I know they're in trouble, but I told them not to go, and there's no time right now, I can't--

I want to, but--

Nothing I can do--

I can do it--

PARKER

RICHARD PARKER

MARY PARKER

BEN PARKER

Can't let her down--

I love you, Aunt May.

Can't let this stop me--

Depending on me--

I love you, MJ.

Won't give up--

Never give up--

Never--

Love you...

Nothing... I've never done anything...I had the power, but I never...

What was it for? What was any of it for? What--

AAAAGGGGH!!

...Peter...?

My God, what have I done...?

Peter!

GET AWAY FROM HIM!

I made a mistake...I was wrong... get *away* from him...get *back*...

It's me you want...I'm the one who never did a damned thing with my life...not him... leave him alone...you want to take somebody...take me... take me...take--

--hucchhh--

E... Ezekiel...?

I'll...I--

Unnh....

He's dead.

Yes.

Many times when he came to this place, he spoke of being a hero someday. But that day was always the next day, never this day.

He wanted the power to change the world. But he never used it because he was too busy...and because he did not understand.

Didn't understand what?

That he had that power long before he ever came here.

We think we cannot change things. We are wrong. We do not lack for power, or influence, or money.

All we ever miss...is the moment of decision. At the end, he had his moment.

At the end... what else is there?

We must get you to a doctor. I--

There was nothing I could do. He beat me.

Do you truly believe that?

Yes.

Then you are a fool.

Your life for his. His life for yours. The part of ***you*** that went into ***him*** understood what the part of ***him*** that went into ***you*** never would.

Your soul triumphed over his, and in so doing--

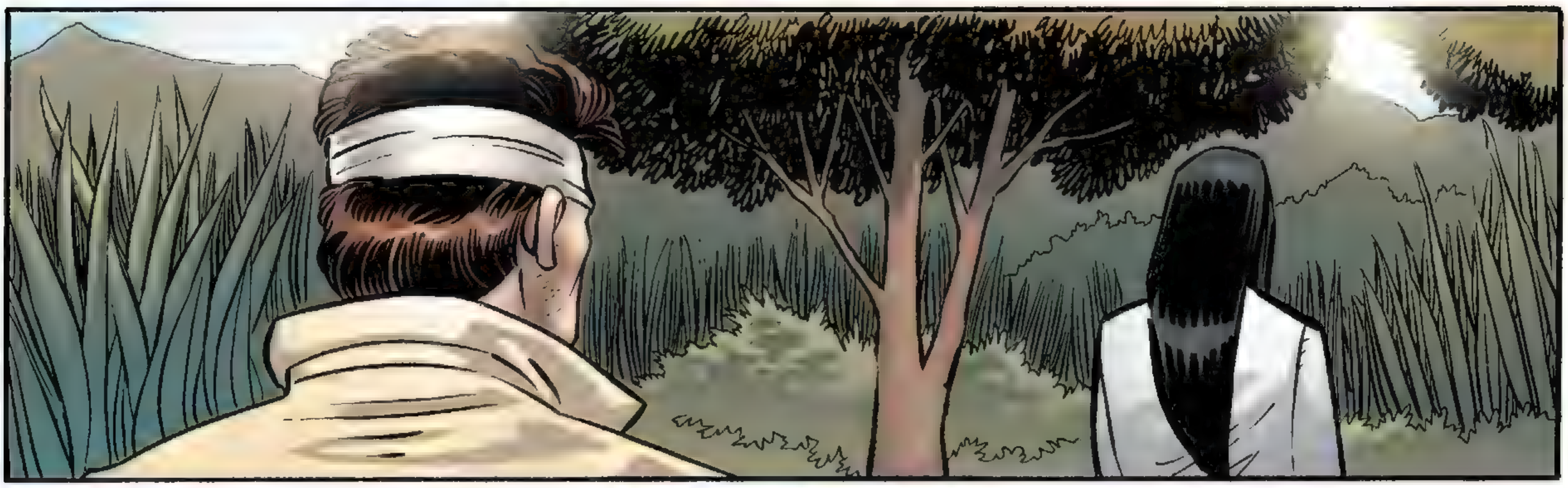
--offered him a chance for redemption that he would never have again.

And in return, he gave you something that you thought you would never have again.

Yeah? What's that?

Take a look around and work it out.

Well.
There you are.
Wait a minute...I mean, we barely... shouldn't we at least say something?
A man's life is his statement.
He needs nothing more from us.
Okay, great, maybe he doesn't, but I do.
I still don't know the truth. I mean, all this...the spider the way I saw it in there, the spider the way I...the way it happened to me--
What's the truth? The magic, or the science?
Tomorrow the sun will come up.
You can tell me all the reasons of science that it *does* come up, the orbital mechanics, all the laws of thermodynamics.
And I can say that it *will* come up because it is *meant* to come up.
I see no contradiction.
Do you?



No...I guess I don't at that.

AMAZING SPIDER-MAN #509

AUDITIONS TOMORROW 10-2

"CATS ALWAYS LIE"

BY FETTES GRAY
THE SHADOW-BOX THEATER, 53RD STREET

--AND I *SAID* TO HIM, I SAID *WHY* ARE YOU *TOUCHING* ME LIKE THAT? WHY ARE YOU *LOOKING* AT ME LIKE THAT?

Sins Past
Part One

DON'T YOU HAVE ANYTHING *BETTER* TO DO WITH YOUR TIME? WELL, HE *LOOKED* AT ME, AND WHEN HE *LOOKED* AT ME--

MARY JANE--

--I JUST *KNEW* THIS WOULD BE--

MARY JANE--

YES?

STOP ACTING.

I DON'T--

IT'S VERY SIMPLE. I SAID STOP ACTING.

NOW TRY IT AGAIN.

THEN HE REACHED OVER AND PUT HIS HAND ON MY *ARM*, AND I *SAID* TO HIM, I SAID *WHY* ARE YOU *TOUCHING* ME LIKE *THAT?* WHY ARE YOU *LOOKING* AT ME LIKE THAT?

DON'T YOU HAVE ANYTHING *BETTER* TO DO WITH YOUR TIME? WELL, HE *LOOKED* AT ME, AND WHEN HE *LOOKED* AT ME--

THANK YOU, THAT'LL DO.

HAVE YOU SEEN THIS GIRL? SHE'S VERY GOOD. I WORKED WITH HER IN SUMMER STOCK LAST YEAR.

I... THANKS.

THANK YOU.

MARY JANE...WAIT.

JUST A SECOND.

WHAT'RE YOU--

TRUST ME.

I TOLD YOU TO STOP ACTING.

YEAH, WELL, BELIEVE ME, YOU'RE NOT THE FIRST ONE TO SUGGEST THAT.

THAT'S NOT WHAT I MEAN. I MEANT STOP *ACTING.*

BUT ISN'T THAT--

YOU'VE GOT TWO PEOPLE ON THE DANCE FLOOR. AT ONE END YOU'VE GOT FRED ASTAIRE, AT THE OTHER END A GUY WHO JUST GOT OUT OF DANCE SCHOOL. YOU WATCH THE GUY, AND YOU CAN SEE HIM GOING ONE-TWO-THREE IN HIS HEAD, OVER AND OVER.

HE'S *TRYING* TO *DANCE.*

THEN YOU LOOK AT FRED ASTAIRE...AND HE'S JUST DANCING.

THERE'S TRYING TO DANCE...AND THERE'S DANCING.

STOP TRYING TO ACT. JUST...TELL THE TRUTH.

TRY IT AGAIN.

THEN HE REACHED OVER... AND PUT HIS HAND ON MY ARM, AND I SAID TO HIM--

I SAID...WHY ARE YOU TOUCHING ME LIKE THAT?

WHY ARE YOU LOOKING AT ME LIKE THAT?

DON'T YOU HAVE ANYTHING... ANYTHING BETTER TO DO WITH YOUR TIME? WELL, HE LOOKED AT ME, AND WHEN HE LOOKED AT ME, I JUST...I JUST KNEW, THAT'S ALL. THE WAY WE ALL KNOW, YOU KNOW? WHEN YOU SEE....

WHEN YOU SEE THE EYES YOU WANT TO WAKE UP NEXT TO EVERY DAY FOR THE REST OF YOUR LIFE.

MARY JANE?

YEAH?

WHAT ARE YOU THINKING ABOUT RIGHT NOW?

MY HUSBAND. AND HOW MUCH I LOVE HIM. HE'S SITTING OUT IN THE LOBBY, WAITING FOR ME.

SO ALL YOU DID WAS TELL THE TRUTH ABOUT HIM, ABOUT HOW YOU FEEL ABOUT HIM.

YES.

THANK YOU FOR THAT. I JUST...I THINK I JUST LEARNED MORE THAN I GOT OUT OF THE LAST FIFTEEN ACTING CLASSES I TOOK.

WELL, I SHOULD PROBABLY LET YOU--

JUST... ONE LAST THING.

BEFORE YOU GO.

THAT'S ALL YOU EVER HAVE TO DO, MARY JANE. JUST... TAKE THE STAGE, FACE THE LIGHTS... AND TELL THE TRUTH.

MJ? HOW'D IT GO?

AW, JEEZ, MJ...IT'S OKAY... LOOK, IT'S A GROWING EXPERIENCE, RIGHT? YOU KNOW, THE WHOLE TRIAL AND ERROR THING, THEN YOU GET THE WHOLE TRIAL AND CONVICTION THING, THE APPEAL--

NO, PETER, IT'S--

--I GOT THE PART.

YOU GOT THE PART?

I GOT THE PART.

I GOT THE PART!

YOU GOT THE PART!

I GOT THE PART! I GOT THE PART!

I GOT THE PART.

I LOVE YOU.

There are days I love her so much I can't breathe... days when news comes like this, and she's so happy, that...I don't cry, because that's not what I do--

--but I find my eyes just kind of leak, you know? For hours, just on and off.

--AND HE KEEPS SAYING, "STOP ACTING!" AND I THOUGHT, BOY, DON'T I HEAR ENOUGH OF *THAT*.

She's everything to me.

BUT HE WAS RIGHT, HE WAS *SO* RIGHT.

DING DONG

OH, THAT'S THE MAIL...I'LL JUST BE A MOMENT.

ONCE I GOT IT, I MEAN REALLY *GOT* IT, IT JUST SEEMED SO SIMPLE. I JUST HAD TO LEARN TO GET OUT OF MY OWN WAY, I--

ARE YOU OKAY, PETER?

YEAH...JUST, Y'KNOW...LOTS OF POLLEN IN THE AIR TODAY. GO ON.

Everything.

ANYWAY, IT'S A HUGE BREAK FOR ME. IT'S A SMALL THEATER, BUT THE DIRECTOR HAS A GREAT TRACK RECORD FOR PICKING ACTORS. THE MONEY DOESN'T MATTER, THE VENUE DOESN'T MATTER--

--WHAT MATTERS IS THAT IT'S A TREMENDOUS VALIDATION. I CAN LEARN SO MUCH FROM THIS.

...PETER...?

PETER... COULD YOU COME HERE FOR A MOMENT?

SURE THING, AUNT MAY.

PROBABLY ANOTHER SPIDER IN THE BUNDLE OF COUPONS. I'M PRETTY SURE SHE THINKS IT'S MY FAULT SOMEHOW.

OKAY, WHATEVER IT IS, I DIDN'T--

AUNT MAY? WHAT'S WRONG?

I...THINK YOU SHOULD SEE THIS.

IS IT A THREAT OF SOME KIND?

AUNT MAY?

Gwen Stacy
C/O Rue Anderos Hotel
1516 Rue Anderos
Paris, France

Peter Parker
C/O May Parker
738 Winter Grove Drive
Forest Hills, New York 113
USA

Gwen Stacy
C/O
1516 Rue
Paris, Franc

My hands are shaking as I tear open the envelope. I'm almost afraid to look inside.

But I look anyway. I have to.

Dear Peter--

Dear Peter--

I know you were kind of surprised when I took off for Europe so suddenly four months ago, but I needed some time to think things over. I know, you're probably thinking, what things? Something happened, Peter. Something I didn't expect. Something I didn't plan for. Something...

God, Peter. I don't know what to do, how to tell you this. I'm so afraid that when I tell you, you'll hate me, never want to see me again. I've written this letter six times, but I never seem to find the right words. I tried to call you, but your aunt says you're in canada for the next few weeks on a story for the Bugle and she doesn't have a number for you.

So I'm sending this to you in care of your aunt so you will be sure to get it when you come home, because if I know you, you'll go there first thing. You've always been so good to her, and to me.

For what I'm about to tell you, Peter, I'm sorry. I'm so sorry.

YOU OKAY?

YEAH. YEAH, I'M OKAY.

OKAY, LET'S TRY THIS AGAIN, AND THIS TIME LEAVE OUT HALF OF THE LIE.

IN THAT CASE...NOT SO GOOD.

ARE YOU SURE IT'S REALLY FROM HER? THERE'S ALWAYS THE CHANCE--

NO. I CHECKED HER HANDWRITING AGAINST SOME OF THE LETTERS I STILL HAD, BUT THAT WAS JUST A FORMALITY. I'D KNOW HER HANDWRITING ANYWHERE, AND THE WAY SHE CHOSE HER WORDS. IT'S HER.

MAY SAID THERE WAS JUST THE ONE PAGE.

YEAH. IT STOPS JUST AS SHE WAS ABOUT TO TELL ME ABOUT WHATEVER THE HELL WAS SO AWFUL, SO TERRIBLE THAT--

I DON'T GET IT, MJ. I JUST DON'T GET IT.

"IT WAS A CRAZY TIME IN MY LIFE. GWEN HAD GONE ON VACATION BETWEEN SEMESTERS WITHOUT ANY WARNING, AND I ENDED UP IN MONTREAL TALKING TO AN ATTORNEY THERE, TRYING TO FIND OUT WHY DOC OCK WAS SO INTERESTED IN AUNT MAY ALL OF A SUDDEN.

EDITOR'S NOTE: ASM# 119-120

"RIGHT IN THE MIDDLE OF IT ALL, I ENDED UP IN A KNOCK-DOWN WITH THE HULK AND BARELY GOT OUT WITH MY SKIN."

SOMETHING I DON'T UNDERSTAND... SHE OBVIOUSLY WROTE THIS WHILE SHE WAS STILL IN FRANCE...IF IT WAS SOMETHING THAT BAD, WHY DIDN'T SHE TALK TO YOU ABOUT IT WHEN SHE CAME BACK?

I GUESS THERE WASN'T TIME.

"SHE'D BARELY GOTTEN BACK WHEN HARRY OSBORN OD'd AND HIS FATHER'S EMPIRE WAS FALLING APART...YOU WERE THERE, YOU REMEMBER...IT SEEMED LIKE EVERYTHING WE KNEW WAS CRASHING IN AROUND US."

I KNEW THAT SOMETHING WAS BOTHERING HER, THAT SHE SEEMED UPSET ABOUT SOMETHING, BUT I JUST THOUGHT SHE WAS WORRIED ABOUT HARRY, I MEAN, WE ALL WERE.

AND THEN...

...AND THEN...

SNAP

...SHE WAS GONE.

IT'S JUST... IT'S SO BIZARRE. I MEAN, I'VE HEARD ABOUT THE POST OFFICE FINDING LOST LETTERS AND DELIVERING THEM YEARS LATER, BUT--

YEAH, SO HAVE I. THERE'S JUST A FEW SMALL PROBLEMS.

PROBLEM NUMBER ONE: SHE NEVER WOULD HAVE SENT JUST THAT ONE PAGE. NOT EVEN BY ACCIDENT.

"THERE WOULD HAVE BEEN MORE. SHE PROBABLY SAT UP ALL NIGHT WRITING, THE WAY SHE SOMETIMES DID, FINISHED THE LETTER, ADDRESSED THE ENVELOPE--

"--AND PUT IT AWAY SOMEWHERE WHILE SHE DECIDED WHETHER OR NOT TO SEND IT."

PROBLEM NUMBER TWO: THE STAMP ON THAT LETTER IS CURRENT. AND PROBLEM NUMBER THREE...IS WORSE THAN PROBLEMS ONE AND TWO.

TAKE A LOOK AT THE POSTMARK.

NEW YORK CITY
PM
JUN 23
2004

OH...OH, MY....

SOMEONE IS MESSING WITH ME, MJ. NOT WITH SPIDER-MAN, BUT WITH ME.

BUT WHY? WHO'D WANT TO DO SOMETHING LIKE THIS?

I DON'T KNOW.

ALL I DO KNOW IS THAT SOMETHING WAS WRONG WITH GWEN THAT I NEVER KNEW ABOUT...SOMETHING SO TERRIBLE SHE THOUGHT SHE COULD NEVER TELL ME...AND NOW, SOMEONE IS USING HER PAIN TO TRY AND GET TO ME.

AND I DON'T TAKE REAL WELL TO THAT.

AS SPIDER-MAN, THERE'S A LOT I HAVE TO SWALLOW, AND ACCEPT, AND DEAL WITH, BECAUSE THAT'S THE NATURE OF THE BEAST.

AN AWFUL LOT.

AND AT THE END OF THE DAY, I HAVE TO LET IT GO, SO I CAN COME HOME TO YOU WHOLE AND AT LEAST A LITTLE SANE.

BUT THERE ARE SOME THINGS IN MY LIFE YOU JUST DON'T TOUCH IF YOU WANT TO WALK AWAY WITH YOUR SPINE INTACT.

YOU'RE ONE OF THEM, FIRST, FOREMOST AND FOREVER.

THIS...IS ANOTHER.

I hate this. Not just for me. But for MJ.

She had such wonderful news today, and then this had to happen.

They say you should never talk about old girlfriends in front of your wife. But how many times has Gwen's memory, her importance in my life, come up at us?

Any other woman would've told me to take a hike years ago.

But she's never complained. Not once. Maybe because she knew Gwen, and was also her friend.

And maybe it's because she loves me.

I don't deserve her. But I try, every day, to make up for it.

Somehow, it's never enough.

I wonder sometimes what's worse, having more friends inside this place than out--

--or having been here so many times that I know how to find each and every one of them in the dark, even without spider-sense?

HEY, GWEN.

I GOT YOUR LETTER. WELL, MOST OF IT, ANYWAY. I--

I JUST DON'T GET IT, GWEN. I MEAN, I THOUGHT WE COULD TALK. I THOUGHT WE COULD TALK ABOUT ANY-THING AND EVERYTHING. BIG STUFF, SMALL STUFF, SILLY STUFF....

...WHAT COULD BE SO TERRIBLE, SO AWFUL, THAT YOU COULDN'T JUST TALK TO ME ABOUT IT? WHAT WAS SO BAD THAT YOU HAD TO GO TO FRANCE, OF ALL PLACES?

I MEAN, OKAY, JERSEY WOULD'VE BEEN WORSE, BUT STILL--

GWEN

WHATEVER IT WAS, I WOULD'VE TAKEN CARE OF IT. I WOULD'VE MADE IT GO AWAY. WOULD'VE MADE IT BETTER.

I LOVED YOU.

I WOULD'VE DONE ANYTHING FOR YOU.

We're not alone.

COME TO APOLOGIZE FOR YOUR SINS, PARKER?

BECAUSE IF YOU DID... YOU'RE TOO LATE.

WAY TOO LATE.

It's a male voice. I don't recognize it. Spider-sense is going crazy, though.

WHO IS IT? WHO'S OUT THERE?

I'M WONDERING WHAT'S MORE INSULTING, THAT YOU DON'T KNOW WHO THIS IS...OR THAT YOU DO AND YOU'RE TOO MUCH OF A COWARD TO SAY SO?

Have to keep him talking while I triangulate in on his position. Just one problem.

His voice is coming from the east, but I can feel someone to the west. Thing is...the person to the west feels just like the person to the east.

HARD TO SAY... WHY DON'T YOU COME ON OUT WHERE I CAN SEE YOU, AND WE CAN FIND OUT TOGETHER?

So are there really two people out there, or just one, disguising his presence?

SUIT YOURSELF!

I feel movement... muscles tightening, the rush of air behind me...can't let on, though...whoever it is, they know who I am, and if I do anything that can connect Peter to Spider-Man, that would be bad--

--just have to take it while I figure out what to--

WHUFFF!

He's fast... real fast--

HOW DOES IT FEEL, HUH? HOW DOES IT *FEEL* TO KNOW YOU'RE ALONE AND NOBODY'S GOING TO HELP YOU? HUH?

HOW DOES IT *FEEL* KNOWING YOU'RE GOING TO DIE ALONE?

--not just fast, strong-- too strong for me to take this for very long--

Secret identity or not... if I don't fight back hard, he's going to kill me.

DON'T KNOW...AND I DON'T FEEL LIKE FINDING OUT.

Movement--
behind--

UNGH!

YOU'VE DRAWN FIRST BLOOD. GOOD WORK.

LET'S FINISH IT.

They move like one... fast and strong and deadly.

Without my webbing...nothing to jump onto...it's hand to hand.

Two of them, one of me, it's only a matter of time before one of them gets lucky and--

AAAAGGHH...

That's it...got to get the hell out of here, regroup--

One chance. One jump. Make it a good one.

Made it!

Just hope it was dark enough that they didn't catch what happened...

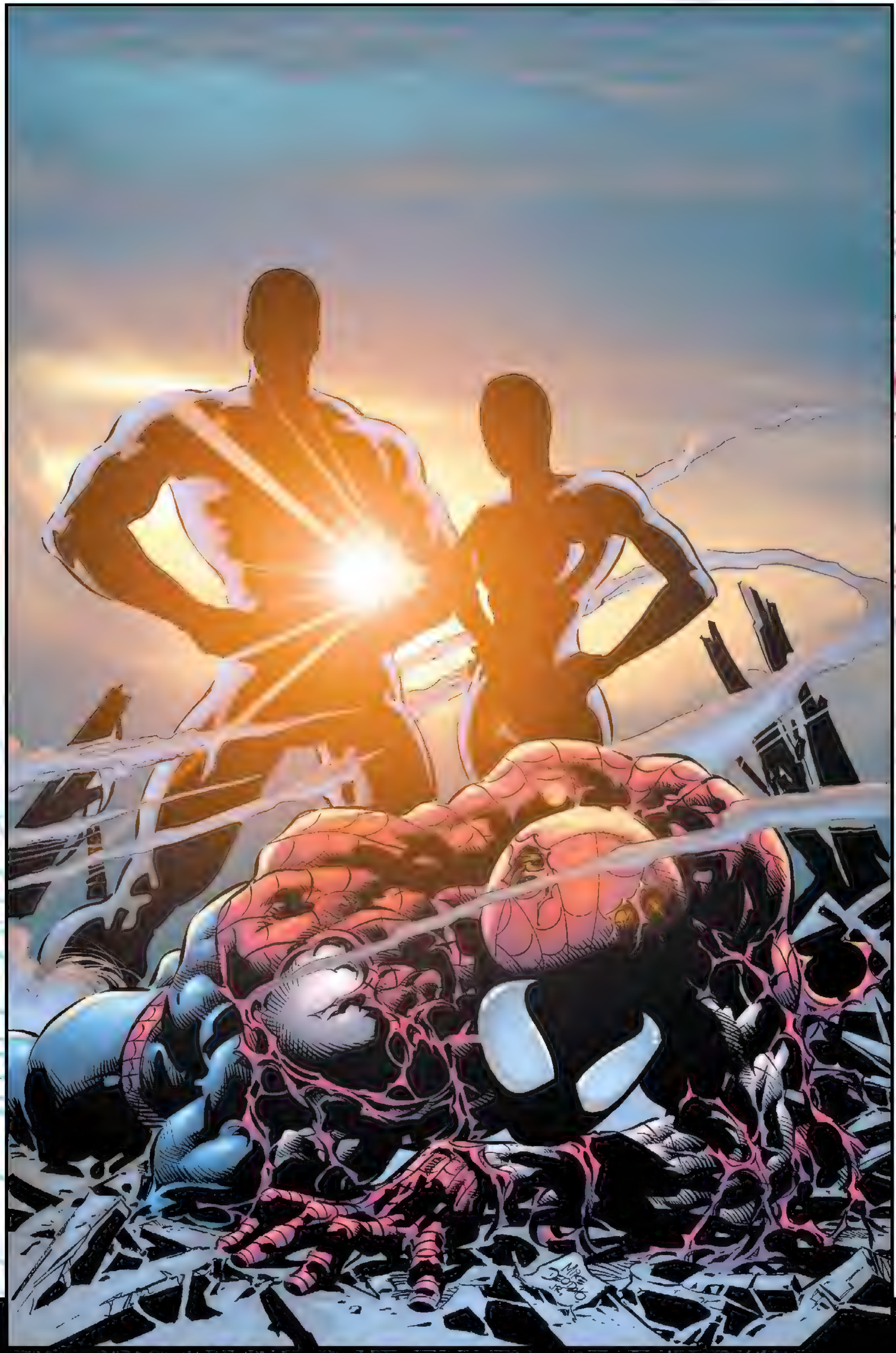
DID YOU SEE?

YES, IT EXPLAINS A LOT, DOESN'T IT?

YEAH...YEAH, IT DOES. BUT AS FAR AS I'M CONCERNED, IT JUST GIVES US ONE MORE REASON TO KILL HIM.

"AND LIKE I'VE ALWAYS SAID, IF YOU'RE GOING TO KILL A MAN--

"--YOU SHOULD HAVE ALL THE REASONS YOU CAN GET."



AMAZING SPIDER-MAN #510

HOW DOES IT FEEL, KNOWING YOU'RE GOING TO DIE ALONE?

There's no question they were waiting for me.

Waiting for me there, right there.

GWEN

Where she was.

Waiting for me the very day that a letter came from Gwen, the first page of a letter she wrote years ago, and meant to send, but which didn't show up until yesterday.

I know you were kind of surprised when I took off for Europe so suddenly four months ago, but I needed some time to think things over. I know, you're probably thinking, what things? Something's happened, Peter. Something I didn't expect. Something I didn't plan for. Something...

...e, Peter. I don't know what to do, ...to tell you this. I'm so afraid that ...n I tell you, you'll hate me, never ...ant to see me again. I've written this ...letter six times, but I never seem to find the right words. I tried to call you, but your aunt says you're in Canada for the next few weeks on a story for the Bugle and she doesn't have a number for you.

So I'm sending this to you in care of your aunt so you will be sure to get it when you come home, because if I know you, you'll go there first thing. You've always been so good to her and to me.

...for what I'm about to tell you, Peter, I'm sorry.

No question that there's a connection.

The only question is...what? And why? Why are two people I don't think I've ever even met out to kill Peter Parker?

Sins Past

Part Two

WHEN YOU DIDN'T COME HOME LAST NIGHT, I THOUGHT I MIGHT FIND YOU HERE. ARE YOU ALL RIGHT?

YEAH.

NO.

IT'S... A LONG STORY.

NYC

LOOKS LIKE SOMEONE GOT SOME LICKS IN. WERE YOU ON PATROL, OR--

NO. WHOEVER IT WAS, THEY WERE AFTER PETER, NOT SPIDER-MAN. SO I COULDN'T CUT LOOSE. MOST I COULD DO WAS HOLD MY OWN AND RUN LIKE HELL.

I DON'T THINK I GAVE ANYTHING AWAY, BUT STILL--

AND YOU THINK IT HAS SOMETHING TO DO WITH THIS?

YEAH. DAMNED IF I KNOW WHAT, THOUGH.

SEEMS LIKE EVERY TIME I THINK I'VE DEALT WITH MY GUILT OVER WHAT HAPPENED TO GWEN, EVERY TIME I'VE JUST ABOUT MANAGED TO PUT IT BEHIND ME, SOMETHING HAPPENS TO BRING IT ALL BACK UP AGAIN...AND I'M RIGHT BACK ON THAT BRIDGE AGAIN.

WATCHING HER DIE.

IT'S--

PETER?

HAVE YOU LOOKED AT THE BACK OF THIS PAGE?

YEAH, IT'S EMPTY. SO WHAT'S THE--

NO, I MEAN, HAVE YOU REALLY LOOKED AT IT?

TOUCHED IT?

THERE ARE LITTLE INDENTATIONS ON THE BACK. MAYBE WHEN SHE WROTE THE NEXT PAGE OF THE LETTER SHE PUT IT ON TOP OF THIS ONE.

I DO THE SAME THING. FINISH ONE PAGE, TURN IT OVER, PUT THE NEXT ONE ON TOP, KEEP WRITING, TURN THAT ONE OVER...IT HELPS ME KEEP THE PAGES IN ORDER.

MAYBE IF YOU DO THAT TRICK WHERE YOU RUN A PENCIL OVER THE IMPRESSIONS--

NO. THE PAPER IS OLD, AND THE IMPRESSIONS ARE FAINT. IF I DO THAT, I COULD DESTROY WHATEVER'S THERE. IT WOULD TAKE A FORENSICS LAB TO--

PETER? MARY JANE? BREAKFAST.

WE SHOULD GO DOWN. IT'S THURSDAY. AUNT MAY ALWAYS MAKES CORNED BEEF HASH ON THURSDAYS, AND SHE HATES WHEN IT GETS COLD.

IT CAN WAIT TWO MINUTES. I NEED TO FIX YOUR FACE. I KNOW THAT ***SHE*** KNOWS, BUT...

YEAH, IT'S EASIER WHEN SHE DOESN'T SEE THE RESULTS.

THIS IS WHY WE MAKE A GOOD COMBINATION, YOU KNOW. I LOOK AT THE OBVIOUS PAGE, YOU LOOK AT THE ONE THAT DOESN'T SEEM TO HAVE ANYTHING ON IT.

I HAVE A HIGH PAIN THRESHOLD, AND HEAL FAST, BUT YOU MAKE SURE THE BRUISES DON'T--

PETER, STOP TALKING, I'M TRYING TO GET THIS FOUNDATION ON.

OKAY.

YOU'RE SMUDGING.

I KNOW. DEAL.

THERE YOU ARE. I WAS WONDERING WHEN YOU'D COME DOWN. YOU KNOW HOW IT IS WITH EGGS OVER MEDIUM, PETER, YOU CAN'T WARM THEM UP AND YOU SHOULDN'T EAT THEM WHEN THEY'RE COLD BECAUSE--

--WELL, THERE'S JUST SOMETHING DISREPUTABLE ABOUT EGGS OVER MEDIUM WHEN THEY GET COLD, THAT'S ALL.

YES'M.

OH, AND SOMEONE LEFT THAT ON THE DOOR FOR YOU.

I FOUND IT WHEN I WENT TO GET THE PAPER.

FOR ME?

PETER PARKER

ACCORDING TO THE FORECAST, WE'RE IN FOR MORE RAIN ON AND OFF FOR THE REST OF THE WEEK. NOT A BAD THING, REALLY, SINCE IT'S BEEN SO DRY LATELY.

IF APRIL SHOWERS BRING MAY FLOWERS, I WONDER WHAT JUNE SHOWERS BRING?

WHAT DO YOU THINK, PETER?

PETER...?

AUNT MAY, DID SOMEONE HELP YOU CARRY YOUR GROCERIES HOME LATELY?

WHY, YES...A NICE YOUNG MAN WAS CROSSING THE STREET BY THE STORE AND...WELL, I WAS HAVING A LITTLE DIFFICULTY WITH THE BAGS, AND HE OFFERED TO CARRY THEM FOR ME.

DO YOU REMEMBER ANYTHING ABOUT HIM? HOW HE LOOKED?

NO, NOT REALLY. HE WAS VERY WELL-SPOKEN, THOUGH. SAID HE WAS THINKING OF MOVING TO THE NEIGHBORHOOD, ASKED ABOUT THE PEOPLE WHO LIVED HERE, WHAT'S IN THE AREA...

HE ASKED ABOUT MY FAMILY, AND WE TALKED ABOUT YOU, OF COURSE, HOW PROUD I AM OF YOU, THAT SORT OF THING.

UH-HUH.

MJ, DID A YOUNG WOMAN ASK YOU FOR DIRECTIONS LATELY?

I DON'T THINK--

NO, WAIT, YES...YES, A COUPLE OF DAYS AGO. SHE SAID SHE WAS LOST. WHY?

PETER? WHY DO YOU ASK?

WE CAN KILL THEM WHENEVER WE WANT.

NO REASON.

WELL, THIS IS JUST LIKE THE AMAZING KARNAK, ISN'T IT? OPEN AN ENVELOPE AND THE QUESTIONS START.

I MISS JOHNNY CARSON.

"SO GUESS WHO JUST GOT PROMOTED?"

WILD GUESS, BUT... YOU?

ME. THEY GOT ME HEADING UP MY OWN UNIT IN VICE STARTING MONDAY.

THAT'S GREAT, BERT, BECAUSE IF THERE'S ANYBODY KNOWS ABOUT VICE, IT'S YOU.

THAT'S REAL CUTE, LAMONT. IT'S NOT MY FAULT THEY KEEP PASSING YOU UP FOR PROMOTION. I GUESS THEY SEE I GOT, Y'KNOW, UNIQUE SKILLS.

UNIQUE SKILLS.

YEAH. LIKE...I THINK FAST ON MY FEET. I DON'T BUCK THE SYSTEM, UNLIKE SOME PEOPLE I COULD NAME, I STICK WITH THE PARTY LINE, AND I'M OBSERVANT. I SEE THINGS. I'M A NATURAL.

NOTHING GETS PAST ME, YOU KNOW?

ROOF TEN MINUTES

YEAH, I KNOW.

IT'S WHAT I'VE ALWAYS SAID ABOUT YOU, BERT.

YOU'VE GOT A 128K BRAIN IN A 64 MEGABYTE WORLD.

THANKS, LAMONT.

WAITAMINNIT... 128, THAT'S BIGGER THAN 64, SO THAT'S GOOD, RIGHT?

LAMONT?

LAMONT.

I LIKE THE SIGN. DIDN'T I SEE YOU DOWN ON 37TH LAST WEEK WITH ONE OF THOSE? "WILL STICK TO THINGS FOR FOOD."

YEAH, THAT WAS ME. I'M KNOWN FOR THAT.

YOU GOT YOUR SERIOUS VOICE ON. SOMETHING WRONG?

I NEED YOUR HELP.

THAT I FIGURED.

THING IS, THIS ONE IS KIND OF...PERSONAL. AND I STILL DON'T KNOW JUST HOW FAR I CAN TRUST YOU.

TRUE.

I THINK THIS IS THE PART WHERE YOU GIVE ME ALL THE REASONS I SHOULD TRUST YOU.

NOPE. I AM WHAT I AM, I DO WHAT I DO. I DON'T LIKE COSTUMES, BUT THAT'S STRICTLY A PROFESSIONAL THING, NOTHING PERSONAL. BOTTOM LINE, I'M A GOOD COP. YOU EITHER TRUST ME OR YOU DON'T.

I LEFT A WITTY CONVERSATION WITH A CO-WORKER ABOUT DIDACTICISM VERSUS RELATIVE POSITIVISM SO I COULD COME UP HERE. I CAN ALWAYS GO BACK DOWN AGAIN.

I CAN GET TO A LAB, BUT THIS REQUIRES SPECIALIZED EQUIPMENT, AND I DON'T HAVE TIME. CAN YOU GET IT TO FORENSICS, SEE WHAT THEY CAN TURN UP?

YEAH, I CAN DO THAT.

I'M...HELPING A FRIEND WHO'S IN A SITUATION. THE INFORMATION ON THE OTHER SIDE OF THIS IS PRIVATE, SO I'VE WEBBED THE PAGE TO THIS PIECE OF STEEL. THE ONLY WAY TO TAKE IT OFF IS TO TEAR IT. IF I COME BACK AND FIND IT'S BEEN TORN...

...IT WOULD BE VERY BAD. FOR YOU, YOUR FAMILY, ANYBODY YOU'VE EVEN TALKED TO IN THE LAST FIVE YEARS.

WE TALKING LATENT HANDWRITING IMPRESSIONS?

IF THIS IS PRIVATE...PERSONAL... AND YOU DON'T KNOW WHAT MIGHT BE WRITTEN ON THIS SIDE...YOU'RE TAKING A HELL OF A CHANCE TURNING THIS OVER TO ME.

DON'T REMIND ME.

THE WEBBING ONLY LASTS TWENTY-FOUR HOURS. I'LL BE BACK BEFORE IT DISSOLVES.

"SO YOU'RE SURE YOU CAN DO THIS?"

YEAH. IF THERE'S ANYTHING WRITTEN HERE, I CAN FIND IT.

IT'D BE A LOT EASIER IF I COULD LOOK AT THE OTHER SIDE, GIVE ME A SENSE OF THE HANDWRITING STYLE.

NO CAN DO. I MADE A PROMISE. DO THE BEST YOU CAN WITHOUT TEARING THE PAGE. AND WATCH THE WEBBING, OKAY?

WILL DO. ANYTHING ELSE?

NO, I...

YEAH. TAKE ONE STRAND OF THE WEBBING-- *JUST* ONE STRAND, NO MORE-- AND GIVE ME A COMPLETE CHEMICAL ANALYSIS.

YOU NEVER KNOW WHEN SOMETHING LIKE THAT CAN COME IN HANDY.

YES?

JUST WANTED TO CHECK IN, MAKE SURE YOU WERE OKAY.

I'M GOOD. WE'RE ABOUT TO START THE READ-THROUGH. HOW'RE YOU HOLDING UP?

I'M OKAY.

YOU SURE? I CAN FIND A REASON TO GET OUT OF THIS IF--

NO. YOU'VE WORKED SO HARD TO GET THIS PART OFF-BROADWAY. WE CAN'T STOP LIVING JUST BECAUSE--

I KNOW. I'M JUST SAYING.

IF THERE'S ANYTHING I CAN DO --

JUST STOP BY ANNA'S ON YOUR WAY IN, MAKE SURE MAY IS OKAY. I'LL KEEP CALLING, JUST TO BE SURE, BUT--

WHOEVER THESE PEOPLE ARE, THEY'RE INTERESTED IN YOU, NOT US. THE PICTURES PROVE THAT IF THEY REALLY WANTED TO HURT US, THEY COULD'VE DONE IT BY NOW. MAY IS IN GOOD HANDS. WE'LL BE OKAY. WHAT'LL HELP IS FINDING OUT WHO THEY ARE AND STOPPING THEM. YOU CAN ONLY DO THAT OUT THERE.

I KNOW, IT'S JUST...

I KNOW.

YOU GOING TO CALL HER?

YEAH. AS SOON AS I HANG UP.

I LOVE YOU.

I LOVE YOU TOO.

NOKIA

ANNA

555-7020

BOOP

DO YOU WANT ANY MORE TEA, MAY?

NO, I'M FINE, ANNA, THANKS.

...RING... RING... RING.....

...RING... RING- CLICK!

HELLO, PARKER.

I... WHO IS THIS?

NOKIA

WE HAVE YOUR AUNT. DID YOU REALLY THINK MOVING HER ACROSS TOWN WOULD DO ANY GOOD AT ALL? DO YOU THINK YOU CAN HIDE ANYTHING FROM US--

--SPIDER-MAN?

The voice is cold, hard, smug. I feel my stomach knot up into a fist.

LOOK, I DON'T CARE WHAT YOU KNOW, OR WHAT YOU THINK YOU KNOW... BUT IF YOU HURT HER, IF YOU DO *ANYTHING* TO HER--

YOU WANT HER? COME AND GET HER. 1445 EAST FRAMPTON. YOU HAVE TEN MINUTES. IN ELEVEN, SHE'S DEAD.

CLICK!

The address is clear across town.

Ten minutes.

I can make it.

I have to make it.

PHONE'S ALL FIXED, MA'AM.

OH, GOOD. THAT DIDN'T TAKE VERY LONG AT ALL. WOULD YOU LIKE SOME LEMONADE? IT MUST BE VERY HOT UP THERE.

NO THANKS, MA'AM. I HAVE TO BE SOMEPLACE IN, OH....

...ABOUT NINE MINUTES.

Spider-sense is going wild, but I don't need that to know I'm walking into something bad. But there's ten seconds left, and I don't have any choice.

The only thing I can do is *NOT* do it their way, and not go in the front door.

Just have to make my *OWN* door.

First thing is to find May and get her out of here. After that--

...UNNHHH...

AUNT MAY...?

COME ON, WE'VE GOT TO GET YOU--

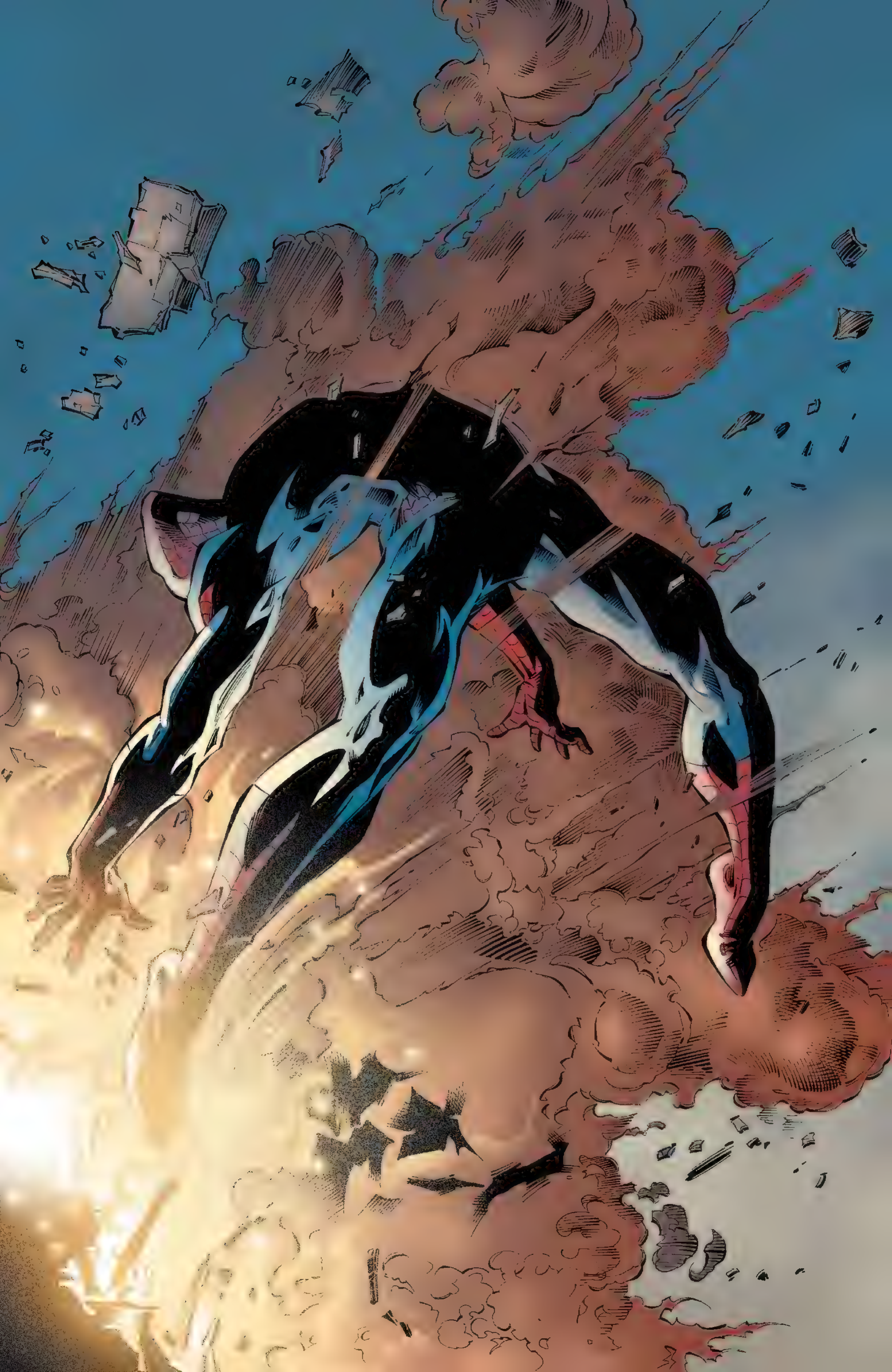
--OUT OF--

WAIT, SOMETHING'S--

--WRONG--

BOOM!

CLICK!



I can feel blood running from my ears...ringing...from the blast...deafening...teeth feel loose...taste of blood in my throat...

...have to keep moving...have to get out of here before--

HOW DOES IT FEEL TO BE HELPLESS?

--UNGH!

HOW DOES IT FEEL TO BE ABANDONED? DESERTED? ALONE?

HOW DOES IT FEEL?

Have to buy time to recover...get my strength back, my bearings...keep him talking--

YEAH, THAT'S IT. STAND UP SO I CAN PUT YOU DOWN AGAIN.

I DON'T...I DON'T UNDERSTAND... WHY ARE YOU DOING THIS? I...I DON'T EVEN KNOW YOU...

YOU DON'T. EVEN. *KNOW.* ME.

YAARRGH!

Holy--

KILL YOU-- SWEAR TO GOD I'M GOING TO KILL YOU--

GABE--

BASTARD--

GABRIEL!

WE HAD A DEAL, REMEMBER? THIS ISN'T THE TIME. NOT YET.

I KNOW--

PLEASE. LET IT GO.

ALL RIGHT, SARAH. BUT JUST FOR YOU.

I SHOULD THANK YOU, YOU KNOW. WE CAME A LONG WAY TO KILL TWO PEOPLE. BUT NOW WE REALIZE WE ONLY HAVE TO KILL ONE PERSON.

YOU.

HERE'S WHAT'S GOING TO HAPPEN. WE'RE GOING TO DESTROY YOU. WE'RE GOING TO DESTROY EVERYTHING YOU CARE ABOUT. AND WHEN WE'RE FINISHED, ONLY THEN... WE'LL *KILL YOU.*

BUT DON'T YOU WORRY...BEFORE WE KILL YOU, WE'LL MAKE DAMNED SURE YOU KNOW WHO WE ARE... WHY WE'RE DOING THIS...

...AND WHY YOU *DESERVE* IT.

SEE YOU AROUND.

NO...I WON'T LET YOU...I WON'T--

--WON'T LET YOU...

"IS HE STILL UNCONSCIOUS?"

HE GOES IN AND OUT.

HIS FATHER DOESN'T WANT TO TAKE HARRY TO A HOSPITAL. I THINK HE'S AFRAID THAT THE STOCKS IN HIS COMPANY WILL FALL EVEN FURTHER IF IT COMES OUT THAT THE FAMOUS NORMAN OSBORN'S SON HAD A RUN-IN WITH LSD.

I SHOULD TALK TO NORMAN--

NO... PETER, DON'T.

BUT--

PLEASE. IT WON'T DO ANY GOOD. AND I JUST...I CAN'T FACE HIM RIGHT NOW. I'M...I'M EXHAUSTED, WE BOTH ARE.

CAN WE JUST...GO SOMEWHERE FOR A BIT?

SURE...I'M SORRY, I SHOULD'VE THOUGHT. YOU AND MJ, YOU'VE BEEN HERE ALL DAY, MAKING SURE HE'S OKAY. YOU MUST BE EXHAUSTED.

I'LL CATCH UP, I HAVE TO GET MY PURSE.

I RAN INTO NORMAN ON THE WAY IN, HE WAS HALF-CRAZY...I DON'T GET IT, HE SEEMED OKAY THE LAST FEW MONTHS, BUT IT'S LIKE SOMETHING INSIDE HIM HAS SNAPPED SUDDENLY... I DON'T KNOW WHAT...

PETER--

--DO YOU LOVE ME?

WHAT KIND OF QUESTION IS THAT? OF COURSE I LOVE YOU.

WOULD YOU LOVE ME NO MATTER WHAT I TOLD YOU? NO MATTER WHAT MAY HAPPEN BETWEEN US?

OF COURSE I WOULD, WHAT KIND OF QUESTION IS THAT? DON'T BE SILLY.

IT'S NOT--

OKAY, READY. LET'S GET THE HECK OUT OF DODGE BEFORE THIS GETS TOO WEIRD EVEN FOR THE THREE MUSKETEERS.

YOU'RE MIXING METAPHORS.

WHATEVER.

ARE YOU SURE YOU'RE--

I'M...I'M FINE, PETER. THERE'S TIME. THERE'S ALWAYS TIME.

"She's doomed, do you hear me! Doomed!"

AND SO ARE YOU!

NOOO!

ROMANTIC IDIOT.

Romantic idiot.

Romantic idiot.

GWEN...? GWEN, I...

I DON'T UNDERSTAND... WHAT DID I DO? WHAT...

WHAT DID I DO...?

I...

What happened to you?

I HAD...I'VE BEEN HAVING A BAD DAY. A REAL BAD DAY.

YEAH, I GOT THAT PART. LISTEN, YOU NEED A DOCTOR, OR--

I'LL BE FINE. DID YOU FIND ANYTHING ON THE LETTER?

YEAH, WE DID. YOU'LL NOTE WE DIDN'T DISTURB THE FRONT, SO I GUESS MY FAMILY CAN RELAX NOW, RIGHT?

ABOUT THAT, I'M SORRY, I--

FORGET IT. I'VE SAID WORSE.

YOU SAID THIS WAS A FRIEND OF YOURS IN TROUBLE?

YEAH. WHY?

WE RAN THIS THROUGH EVERYTHING WE HAD--INFRARED, ULTRAVIOLET, SOME 3-D MODELING SOFTWARE THE BOYS JUST GOT IN-- BUT WE WERE ONLY ABLE TO PULL A FEW WORDS OUT OF THE LATENT IMPRESSIONS ON THE OTHER SIDE.

IF THIS GUY IS A FRIEND OF YOURS, IT LOOKS LIKE HE'S IN ALL KINDS OF TROUBLE. THE OLD-FASHIONED KIND.

I'm sorry, Peter

months ago

should have told you after I found out

couldn't

I was pregnant

had to get away, decide what to

you were in canada, and

the babies came a month early.

I have two children, Peter.

A boy and a girl,

Gabriel, and Sarah.

couldn't

I was pregnant

had to get away, decide

you were in c

the babies came

I have two children,

A boy and a girl,

Gabriel, and Sarah.

Can't be...it can't be... the two who attacked me, they're....

No...dear God...no...

AMAZING SPIDER-MAN #511

months ago
should have told you
found out
couldn't
I was pregnant
had to get away, decide w
you were in canada, a
babies came a month
two children, peter
and a girl,
th
ha
A bo
abriel, and Se

Can't be. Can't be. It can't be.

Sins Past

Part Three

The two who've been trying to kill me...trying to destroy Peter Parker's life...they can't be Gwen's kids. They--

Even if she did have kids, they'd still be children, they wouldn't have aged enough to--

Unless they weren't born normal kids to begin with. Unless...

I have to find out. I have to know for sure.

I have to.

CREEEEEAAK

MJ? MJ, ARE YOU AWAKE?

MMMM? NO...NO, I WAS ASLEEP, I...WHAT TIME IS IT?

HALF-PAST REALLY FREAKING EARLY. BUT YOU SAID YOU WANTED TO GET UP EARLY SO YOU COULD GO WORK OUT BEFORE REHEARSAL--

RIGHT, RIGHT...

...OW...

...THE LIGHT HURTS US....

YOU JUST STAY THERE. HOW ABOUT I BRING YOU BREAKFAST IN BED? NOTHING TOO HEAVY... TOAST, ORANGE JUICE, COFFEE, PTERODACTYL EGGS--

I'D RATHER YOU DIDN'T.

IS MY COOKING THAT BAD?

NO, IT'S JUST THAT EVERY TIME YOU OFFER TO BRING ME BREAKFAST IN BED, IT'S A PRELUDE TO SAYING YOU CAN'T STAY. I--

PETER? ARE YOU OKAY?

YEAH, I'M--

YOU LOOK LIKE YOU'VE BEEN CRYING.

JUST TIRED. IT'S BEEN A LONG NIGHT, AND I'M--

I'M JUST TIRED, THAT'S ALL.

AND I... I'M SORRY, BUT I CAN'T STAY.

YEAH. I KNOW.

I'D...BETTER GET THOSE EGGS GOING. THE HARD PART IS FINDING A FREE-RANGE PTERODACTYL AT THIS HOUR OF THE MORNING.

THEN CATCHING IT.

THEN SQUEEZING THE EGGS OUT OF IT.

AS IF THAT WEREN'T BAD ENOUGH, LAST TIME IT TURNED OUT TO BE A MALE PTERODACTYL. WE'RE GOING OUT ON OUR THIRD DATE ON WEDNESDAY. I--

PETER?

YOU KNOW I LOVE YOU, RIGHT? AND THAT THERE'S NOTHING YOU CAN'T TELL ME, RIGHT?

YEAH, I KNOW. I--

I KNOW.

I LOVE YOU, TOO.

BACK IN A FLASH.

He doesn't understand.

It's not that I don't want to be protected, because sometimes I do.

He always tries to protect me. It's what he *DOES*.

But sometimes *I* want to protect *HIM*, and I can't do that when he's too busy protecting *ME*. When he's keeping secrets.

But I have to respect his secrets. Because that's what *I* do. I keep people's secrets.

But what if I'm not sure I should keep them anymore?

GWEN STACY

I CAN'T DO THIS.

I HAVE TO DO THIS.

I HAVE TO KNOW.

I HAVE TO.

HAVE TO.

FORGIVE ME, GWEN. IT'S THE ONLY WAY TO BE SURE. AND I KNOW...I KNOW YOU'D *WANT* ME TO BE SURE.

AAAAAHHH!

GOD... GOD...GOD GODGODGOD GOD...

"BASTARD."

WHAT? WHAT'S HE DOING?

GABE? I SAID WHAT'S HE DOING?

CONFIRMING HIS WORST NIGHTMARE.

THEN HE KNOWS?

IF HE DIDN'T KNOW BEFORE, HE KNOWS NOW, SARAH. HE KNOWS NOW.

"SEE, THERE ARE ALWAYS TWO WAYS TO FIND OUT THE TRUTH. THE REAL, TOTAL AND ABSOLUTE TRUTH."

THE FIRST IS TO ASK A CAT.

WHY A CAT?

MOVE DOWNSTAGE RIGHT ON THAT, JEREMY. TAKE IT AGAIN.

RIGHT.

WHY A CAT?

BECAUSE CATS ALWAYS LIE. ASK A CAT A QUESTION, AND THE TRUTH IS THE OPPOSITE OF WHATEVER ANSWER YOU GET BACK.

BUT CATS CAN'T TALK.

THAT'S WHAT THEY *WANT* YOU TO BELIEVE. SINCE CATS ALWAYS LIE, AND EVERYONE KNOWS CATS CAN'T SPEAK, THEN THE TRUTH IS THAT THEY *CAN* SPEAK, AND DO, ALL THE TIME. MOSTLY ABOUT US. WELL, THAT AND FOOD.

AROUND HERE GOOD?

YES. GO ON.

SO WHAT'S THE SECOND WAY OF FINDING OUT WHAT THE TRUTH IS?

I LOOK IN YOUR EYES.

AND?

AND--

--I APPLY *EXACTLY* THE SAME RULE.

GREAT, THEN BLACKOUT, CURTAIN, AND WE'RE OUT OF ACT ONE.

WE'LL RECONVENE TOMORROW AT NINE TO TACKLE ACT TWO.

NINE? COULDN'T WE MAKE IT TEN--

WHY? DO YOU HAVE SOME OTHER PLAY YOU PREFER TO BE REHEARSING FOR?

NO.

WOULD YOU LIKE TO?

NO.

I EXPECT EVERYONE TO BE HERE AT NINE SHARP. ALERT, PREPARED, AND MOST OF ALL... SOBER.

THOSE OF YOU WHO KNOW WHAT I MEAN... KNOW WHAT I MEAN. AND THAT'S ALL I'M GOING TO SAY ABOUT IT UNTIL NINE OH-FIVE TOMORROW MORNING. HAVE A GOOD NIGHT.

JERK.

CARE TO TRY THAT LINE-READING AGAIN? I DON'T THINK THEY HEARD YOU IN THE CHEAP SEATS.

YOU DON'T THINK I'D SAY IT TO HIS FACE? I WILL.

IN MY VERY FIRST TONY ACCEPTANCE SPEECH. I'VE A LIST.

A LONG ONE.

LISTEN, MARY JANE, A FEW OF US WERE GOING TO GET TOGETHER AT MY PLACE, GO OVER A FEW SCENES. YOU'RE WELCOME TO--

I CAN'T, JEREMY. I HAVE... THERE'S JUST SOMETHING ON MY MIND, I HAVE TO TAKE CARE OF IT. NEXT TIME?

YEAH. SURE THING.

WELL, SOMEONE'S A PRIMA DONNA, THAT'S FOR SURE. WHICH JUST CONFIRMS WHAT I'D HEARD. THINKS SHE'S ABOVE IT ALL, DOESN'T SHE?

I MEAN, SHE'S A *MODEL*, SHE'S DONE THE WHOLE *HOLLYWOOD* THING...DID YOU *SEE* THAT MOVIE SHE WAS IN, THE LOBSTER MAN, WHATEVER...

SHE'S THE KIND WHO *ALWAYS* HAD IT EASY. GOT *EVERYTHING* SHE WANTED. AND LIKES THE ROYAL TREATMENT.

FOR THE NAME VALUE, SHE PROBABLY HAD THEM *THROWING* PLAYS AT HER.

BUT OBVIOUSLY NOT HARD ENOUGH.

"SOME PEOPLE YOU HAVE TO HANDLE THE WAY YOU HANDLE A FRENCH POODLE.

"BAD DOGGIE. STAY WHERE YOU BELONG.

"OR IT'S WHAP-WHAP-WHAP WITH A ROLLED-UP PAPER."

AT LEAST, THAT'S HOW I FEEL ABOUT IT. BUT DON'T YOU AGREE?

THIS MAY SURPRISE YOU, BUT AS A MATTER OF FACT, WILLIAM--

--I COULDN'T AGREE MORE.

WAIT A MINUTE...WHAT'RE YOU...PUT THAT DOWN...

YEAH... YEAH, I'LL BE HOME IN HALF AN HOUR. GREAT. WE'LL BE THERE IN PLENTY OF TIME.

WHAP-WHAP

GET HIM!

AAAAAHHHH!

OW! OW! OW! OW!

GET HIM!

GET HIM!

WHAP-WHAP-WHAP-WHAP-WHAP

WHAP-WHA

ACTORS.

QG

My hands are shaking. Damn it, my hands are shaking.

Can't afford to make any mistakes.

Can't go through this again.

GENETIC TEST
EQUIPMENT
HANDLE WITH CARE.

I just can't.

Not a lot of genetic material to use, so I can't waste any of it.

An amateur will use gloves to make sure no fingerprints get on the envelope... forgetting that when he licks the stamp or the flap, he leaves behind more than enough traces of DNA for a positive identification or cross-match. So half the genetic material I need is ready to go from the letters they sent to May's house.

Unfortunately, the longer trace DNA sits on paper, the less useable material you can extract. Which is why Gwen's old letters weren't viable...why it became necessary to--

--to--

--engage other means.

Because whatever they've said, whatever they may believe, whatever I may have read into this, there's no proof that they're Gwen's--

--Gwen's kids.

And if they are...if they *ARE*, then...

No. Don't jump ahead. Not yet. A scientist goes from question to question. And we still have to definitively answer question one:

ARE these two in fact Gwen's children? If the answer is no, then the rest is irrelevant. But if the answer is yes, then question two is--

WE KNEW YOU WOULD COME HERE.

WELL, NOT NECESSARILY HERE IN THIS EXACT BUILDING... BUT WE KNEW YOU'D COME TO A PLACE LIKE THIS SOONER OR LATER. SO WE MADE A LIST OF THE BEST CANDIDATES AND--

--AND WELL, HERE WE ARE.

LISTEN, I--

NO, YOU LISTEN. BECAUSE WE DON'T HAVE MUCH TIME.

I TOLD MY BROTHER I WAS GOING IN. HE'LL BE HERE ANY TIME NOW.

YEAH, WELL, IF YOU THINK THAT'S GOING TO KEEP ME HERE--

I SAID *LISTEN.*

HE WANTS TO PROLONG THIS. HE DOESN'T WANT TO JUST KILL YOU. HE WANTS TO MAKE YOU SUFFER. HE WANTS YOU TO SEE EVERYONE YOU LOVE DIE AROUND YOU. THEN, AND ONLY THEN, WILL HE COME FOR YOU.

HE'S YOUR BROTHER. DON'T YOU WANT WHAT HE WANTS?

I--

I JUST WANT THIS OVER WITH.

DON'T YOU?

I KNOW WHO YOU ARE. I KNOW *WHAT* YOU ARE, AND WHAT YOU'VE *DONE*. AND IF YOU HAVE EVEN A SHRED OF DECENCY, YOU'LL DO THE RIGHT THING.

YEAH? AND WHAT'S THAT?

YOU'LL LET ME KILL YOU. RIGHT HERE. RIGHT NOW.

IT'S THE ONLY WAY TO SAVE THE PEOPLE YOU SAY YOU CARE ABOUT. BECAUSE YOU CAN'T PROTECT THEM FOREVER, AND GABE IS VERY PATIENT. HE'LL WAIT. SOONER OR LATER HE'LL HAVE HIS OPENING--

--AND ONE OF THEM WILL DIE. THEN ANOTHER, AND ANOTHER, AND...

AND HE'LL KILL THEM ALL. UNLESS YOU LET ME DO THIS. IF YOU'RE GONE, HE HAS NO REASON TO GO AFTER THE OTHERS.

YOU HAVE THE GUN. WHAT'S STOPPING YOU?

CLICK-CLACK!

DING!

WHAT THE--

YOU'RE TOO FAST. WE BOTH KNOW IT. YOU HAVE TO ACCEPT IT WILLINGLY.

IF YOU'RE MAN ENOUGH TO PUT THE LIVES OF OTHERS AHEAD OF YOUR OWN FOR A CHANGE.

FOR A *CHANGE?* LISTEN, I--

BLAM!
BLAM!
BLAM!
NOW!
UNGH!
GET OFF--
LET GO OF THE GUN... LET GO--
Damn she's strong--got it in a death grip--got to get it loose before--
AGGGH!
BLAM!
That's enough... got to stop pulling my punches...stop right--
--NOW!
AH!
Got it!
OH, NO YOU DON'T... YOU'RE NOT GOING ANYWHERE...NOT UNTIL WE--
NO... OH, GOD, NO...

HAPPY NOW?

GABE THINKS I LOOK JUST LIKE THE PICTURES WE'VE SEEN OF MY MOM.

WHAT DO *YOU* THINK?

I--

No...the windows... he's outside the--

DOWN!

ARE YOU ALL RIGHT? ARE YOU--

YEAH. WELL.

THERE YOU GO.

DNA RESULTS:
CROSS-MATCH CONFIRMED
TO WITHIN .00001219

It's true. It's true. It's true.

It's true.

"WHAT THE HELL WERE YOU *DOING* UP THERE?"

I...I MADE A MISTAKE. I GOT TOO CLOSE, AND HE FOUND ME. YOU GOT THERE JUST IN TIME.

I TOLD YOU BEFORE, WE CAN'T TAKE CHANCES LIKE THAT. YOU *KNOW* WHAT HE IS, WHAT HE'S CAPABLE OF DOING.

DID HE HURT YOU?

NO. HE DIDN'T HAVE A CHANCE.

DID HE SEE YOUR FACE?

YES.

AND I'LL BET YOU LOOKED REAL FAMILIAR TO HIM, DIDN'T YOU?

YES.

WELL, IT JUST CONFIRMS WHAT WE ALREADY KNEW. WHAT HE WAS CONFIRMING FOR HIMSELF UP IN THAT LAB.

HE'S OUR FATHER, AND HE ABANDONED US. DESERTED OUR MOTHER AND CAUSED HER DEATH. AND HE'S GOING TO PAY FOR THAT, SARAH.

"HE'S GOING TO LOSE EVERYTHING HE LOVES... JUST AS WE DID."

HELLO, PETER.

MJ? I--

I READ IT. I KNOW I SHOULDN'T HAVE, BUT I...I HAD TO, PETER.

I KNOW WHO THEY ARE NOW, PETER.

THEN YOU HAVE TO KNOW...YOU HAVE TO BELIEVE ME, MJ...

I SWEAR TO GOD, MJ, THEY'RE NOT MY CHILDREN. GWEN AND I DIDN'T... WE NEVER--

I KNOW. YOU DON'T HAVE TO TRY TO CONVINCE ME, PETER. I KNOW YOU'RE TELLING THE TRUTH.

BECAUSE I KNOW WHO THE *REAL* FATHER OF GWEN STACY'S CHILDREN IS.

MIKE DEODATO JR

SINS PAST
PART FOUR

YOU...YOU WHAT?

I SAID, I KNOW WHO THE REAL FATHER OF GWEN STACY'S CHILDREN IS.

MJ, DO YOU REALIZE... AND BE REAL CAREFUL HERE...DO YOU REALIZE WHAT YOU'RE *SAYING?*

BECAUSE EITHER YOU JUST FOUND THIS OUT, AND I CAN'T IMAGINE HOW, OR--

--OR YOU'VE KNOWN ALL THIS TIME.

AND YOU'VE NEVER TOLD ME.

SO WHICH IS IT, MJ?

TELL ME IT WAS DIVINE REVELATION, OR A HUNCH...TELL ME YOU GOT SOMETHING IN THE MAIL, OR ED MCMAHON CAME TO THE DOOR AND--

TELL ME IT WAS ANYTHING, MJ, AND I'LL BELIEVE IT, ANYTHING EXCEPT--

--EXCEPT THAT YOU'VE BEEN KEEPING THIS FROM ME, ALL THESE YEARS. TELL ME ANYTHING BUT THAT, MJ. BECAUSE I DON'T THINK--

--I DON'T THINK I COULD STAND IT.

I'M SORRY, PETER, I--

I'M SORRY.

YOU HAVE TO UNDERSTAND... ALL MY LIFE, PEOPLE HAVE COME TO ME, TRUSTING ME WITH THINGS THEY'D NEVER TELL ANYONE ELSE. I DON'T KNOW WHY, I DON'T GO OUT OF MY WAY, IT JUST...

...IT JUST HAPPENS, THAT'S ALL.

SO THIS *JUST HAPPENED*, IS THAT IT? AND IT *JUST HAPPENED* THAT YOU DECIDED TO KEEP IT TO YOURSELF ALL THESE...ALL THESE...

JESUS, MJ...

I DIDN'T TELL YOU BECAUSE SHE ASKED ME NOT TO. BEGGED ME NOT TO. SHE WAS SCARED, DESPERATE, SHE--

I GAVE HER MY WORD, PETER. YOU KNOW WHAT THAT'S LIKE. YOU KNOW WHAT IT MEANS, TO SWEAR SOMETHING SO DEEPLY THAT YOU JUST CAN'T--

GREAT POWER. GREAT RESPONSIBILITY. YOU MADE THAT VOW ON BEN'S GRAVE, AND KEPT IT IN HIS MEMORY. WOULD YOU HAVE ME DO LESS?

SHE THOUGHT IT WOULD DESTROY YOU. AND AT THAT TIME, SHE WAS RIGHT. YOU WERE HALF-MAD WITH GRIEF, YOU WERE--

I KNOW WHAT I WAS, MJ. I REMEMBER EVERY SECOND OF IT.

BUT WHAT ABOUT LATER? WHAT ABOUT THE *YEARS* WE'VE BEEN TOGETHER SINCE THEN?

I--

--HOW DO YOU JUST BRING SOMETHING LIKE THAT UP? *"HERE'S YOUR EGGS, PETER, OH, AND BY THE WAY, ABOUT GWEN...."*

HOW COULD I SAY SOMETHING THAT COULD DESTROY THE MEMORY OF THE ONE PERSON YOU LOVED ALMOST AS MUCH--

--ALMOST AS MUCH AS YOU LOVE ME.

MAYBE MORE.

I'M SO SORRY, PETER, I'M--

TELL ME EVERYTHING.

TELL ME *ALL* OF IT.

GWEN HAD BARELY GOTTEN BACK INTO TOWN WHEN WE FOUND OUT THAT HARRY OSBORN HAD OVERDOSED ON LSD, AND HIS FATHER WOULDN'T TAKE HIM TO THE HOSPITAL FOR FEAR OF THE SCANDAL.

I GOT THERE AS FAST AS I COULD.

"WE TOOK TURNS WATCHING OVER HARRY, TALKING TO HIM. THE ACID MUST'VE BEEN LACED WITH STRYCHNINE, BECAUSE HE KEPT SPASMING, GOING IN AND OUT OF CONSCIOUSNESS, HE COULD BARELY BREATHE...WE WERE TERRIFIED HE WAS GOING TO DIE.

SLAM!

"THEN WE HEARD HIS FATHER COME IN DOWNSTAIRS. I WAS GOING TO TALK TO HIM, TELL HIM THAT WE NEEDED TO GET HARRY TO THE HOSPITAL, BUT--"

NO. I'LL DO IT.

ARE YOU SURE?

POSITIVE. IF ANYTHING CHANGES WITH HARRY, YELL, ALL RIGHT?

I'LL TAKE CARE OF THIS.

"AFTER A LITTLE WHILE, HARRY'S BREATHING STABILIZED A BIT, AND HE FINALLY FELL ASLEEP. THEN I REALIZED--

"-- I REALIZED THAT GWEN HAD BEEN GONE FOR AN AWFULLY LONG TIME.

"I KNEW THAT NORMAN HAD BEEN ACTING STRANGELY FOR THE LAST FEW DAYS, BUT AT THE SAME TIME, I DIDN'T THINK TOO MUCH ABOUT IT. I JUST WANTED TO SEE WHAT WAS TAKING GWEN SO LONG.

"WANTED TO MAKE SURE SHE WAS OKAY.

"THEN I HEARD VOICES.

"ARGUING.

"AND EVERY DAY SINCE, I WISH I WOULD'VE TURNED BACK. BUT I DIDN'T.

"I DIDN'T."

YOU CAN'T DO THIS! YOU HAVE NO RIGHT!

NO? WATCH ME.

YOU'LL NEVER GET YOUR HANDS ON THEM.

AND IF YOU DON'T LET US TAKE HARRY TO THE HOSPITAL, IF YOU DON'T LET US HELP HIM, I--

YOU'LL WHAT?

YOU THINK YOU'RE LOOKING AT A SCANDAL NOW? WHAT DO YOU THINK WOULD HAPPEN IF THE BOARD OF DIRECTORS FOUND OUT THE TRUTH?

NO?

YOU WOULDN'T DARE.

NO.

I WON'T LET YOU USE THEM AGAINST ME, GWEN. I WON'T ALLOW IT.

THOSE CHILDREN ARE *MINE*, GWEN. NOT YOURS! *MINE!*

MINE.

I NEED AN HEIR. HARRY'S USELESS, A WEAKLING. BROKEN. INEFFECTUAL. NOT A FIT SON. NOT AN OSBORN. WITH THESE TWO, I CAN START FRESH--

NO.

I CAN SAY I ADOPTED THEM, BUT I'LL KNOW, *I'LL* KNOW THAT OSBORN BLOOD RUNS THROUGH THEM, OSBORN STRENGTH, OSBORN--

I SAID *NO!*

I'LL NEVER LET YOU NEAR THEM. YOU'VE DESTROYED THE LIFE OF ONE SON, YOU DON'T CARE IF HE LIVES OR DIES!

I'LL DIE BEFORE I LET YOU LAY A FINGER ON MY CHILDREN. DO YOU HEAR ME?

I SAID, DO YOU HEAR ME?

YES... I HEAR YOU...

...AND YOU SHOULD BE CAREFUL...WHAT YOU WISH FOR, GWEN...VERY, VERY CAREFUL.

AND IF YOU SHOULD DECIDE TO...SAVE ME FROM THIS TERRIBLE SCANDAL... WHO DO YOU THINK WILL TAKE YOU WITH TWO CHILDREN? WHO WOULD BE WILLING TO ACCEPT YOU LIKE THAT?

NO ONE. NO ONE.

YOU'RE WRONG.

PETER LOVES ME, AND I LOVE HIM. I'LL TELL HIM THE WHOLE STORY. HE'LL ACCEPT ME, AND THEM.

HE'S THE ONLY MAN FIT TO RAISE THESE CHILDREN AS THEIR FATHER. NOT YOU.

NEVER YOU.

SO WHAT'LL IT BE, NORMAN? HOW DO YOU WANT THIS TO GO?

LET ME THINK ABOUT IT. DOESN'T REALLY MATTER, I SUPPOSE. HARRY'S NO USE TO ME, ANYWAY. HE MEANS NOTHING. AS TO THE REST--

AS TO THE REST...THERE'S ONE LAST THING I NEED TO ASK YOU.

THE TWINS WERE BORN TWO MONTHS EARLY, IN FRANCE, WHILE I WAS TRYING TO FIGURE OUT WHAT TO DO, BUT--

--BUT THEY WERE BORN FULLY GROWN. AS IF THEY'D AGED NINE MONTHS IN JUST SEVEN. DO YOU HAVE ANY IDEA WHAT WOULD CAUSE SUCH A--

IT'S WHAT I SAID EARLIER.

THEY HAVE OSBORN BLOOD, AND OSBORN BLOOD...IS *SPECIAL* BLOOD. AND THEY...

...THEY WILL BE SPECIAL CHILDREN.

MY LEGACY. MY *TRUE* LEGACY.

YOU'RE INSANE.

OH, NO. I'M NOT THE ONE WHO'S INSANE. THAT WOULD BE YOU. AND THAT FOOL, PARKER.

ROMANTIC FOOL.

"IT WAS... SHE WAS...

"...GOD, PETER..."

HOW...

...UH-HURRMMH....

...HOW DID IT HAPPEN? DID SHE--

SHE SAID SHE'D GONE TO SEE HIM SEVEN MONTHS EARLIER ON SOMETHING ELSE, AND FOUND HIM UPSET, SAD, ALMOST BROKEN--

--AND I FELT SO BADLY FOR HIM, BUT AT THE SAME TIME, UNDER IT ALL, THERE WAS THIS STRENGTH, THIS MAGNETISM--

"--AS THOUGH THERE WAS THE PERSON I KNEW ON THE OUTSIDE, AND DEEP INSIDE, THIS OTHER PERSON, SO POWERFUL, YET SO MYSTERIOUS."

I DIDN'T INTEND FOR IT TO HAPPEN, BUT IT WAS AS IF THERE WAS SOMETHING INSIDE HIM THAT WAS SO STRONG, I COULDN'T WALK AWAY, I JUST....

...IT JUST HAPPENED. AND THE NEXT THING I KNEW--

--SHE WAS PREGNANT.

SHE SWORE ME TO SILENCE, JUST THE WAY I TOLD YOU. THEN WE WENT TO CHECK IN ON HARRY...

"...AND YOU ARRIVED."

HIS FATHER DOESN'T WANT TO TAKE HARRY TO A HOSPITAL. I THINK HE'S AFRAID THAT THE STOCKS IN HIS COMPANY WILL FALL EVEN FURTHER IF IT COMES OUT THAT THE FAMOUS NORMAN OSBORN'S SON HAD A RUN-IN WITH LSD.

I SHOULD TALK TO NORMAN--

NO...PETER, DON'T.

BUT--

PLEASE...IT WON'T DO ANY GOOD AND I JUST...I CAN'T FACE HIM RIGHT NOW. I'M... I'M EXHAUSTED. WE BOTH ARE.

CAN WE JUST... GO SOMEWHERE FOR A BIT?

SURE...I'M SORRY, I SHOULD'VE THOUGHT. YOU AND MJ, YOU'VE BEEN HERE ALL DAY, MAKING SURE HARRY'S OKAY. YOU MUST BE EXHAUSTED.

I'LL CATCH UP. I HAVE TO GET MY PURSE.

I RAN INTO NORMAN ON THE WAY IN, HE WAS HALF-CRAZY... I DON'T GET IT.

"HE SEEMED OKAY THE LAST FEW MONTHS...

"...BUT IT'S LIKE SOMETHING INSIDE HIM HAS SNAPPED SUDDENLY."

"PETER, DO YOU LOVE ME?"

WHAT KIND OF QUESTION IS THAT? OF COURSE I LOVE YOU.

WOULD YOU LOVE ME NO MATTER WHAT I TOLD YOU? NO MATTER WHAT MAY HAPPEN BETWEEN US?

OF COURSE I WOULD. WHAT KIND OF QUESTION IS THAT? DON'T BE SILLY.

IT'S NOT--

OKAY, READY. LET'S GET THE HECK OUT OF DODGE BEFORE THIS GETS TOO WEIRD EVEN FOR THE THREE MUSKETEERS.

YOU'RE MIXING METAPHORS.

WHATEVER.

ARE YOU SURE YOU'RE--

I'M...I'M FINE, PETER. THERE'S TIME.

"THERE'S ALWAYS TIME."

IT MAKES SENSE NOW.

IT ALL MAKES SENSE NOW.

WHEN HE CHANGED TO THE GOBLIN, HE WAS FOCUSED ON COMING AFTER ME, BUT HE WOULD'VE *HAD* TO APPROACH IT THAT WAY. HE COULD NEVER ADMIT TO HIMSELF THAT HE WASN'T *JUST* AFTER ME...HE WAS AFTER GWEN AS WELL. HE COULDN'T ADMIT TO HIMSELF THE HORROR OF WHAT HE WAS GOING TO DO.

"NONETHELESS...THAT'S WHY HE TOOK GWEN. THERE WERE SO MANY OTHERS I CARED ABOUT THAT HE COULD HAVE GONE AFTER...YOU, AUNT MAY...BUT HE SPECIFICALLY WENT FOR HER."

IT WOULD BE A TWO-FER...AND A GOOD BUSINESSMAN LIKE NORMAN ALWAYS KNEW HOW TO GET THE MOST BANG FOR HIS BUCK.

NOW, FOR THE FIRST TIME, A LOT OF THINGS ARE STARTING TO MAKE SENSE.

"IT WAS NORMAN'S... THE GOBLIN'S ACCELERATED HEALING FACTOR THAT LET HIM SURVIVE AN IMPACT THAT SHOULD HAVE KILLED HIM.

"THE MODIFICATIONS TO HIS GENETIC STRUCTURE WOULD HAVE BEEN PASSED ON TO THE TWINS IN A WAY THAT SPED UP THEIR DEVELOPMENT...WHICH EXPLAINS WHY THEY WERE BORN PREMATURELY BUT FULLY GROWN, AND HOW THEY AGED NEARLY TO ADULTHOOD IN THE RELATIVELY SHORT TIME SINCE GWEN DIED.

"AS SOON AS NORMAN COULD TRAVEL, HE WENT TO EUROPE. I COULD NEVER FIGURE OUT... WHY EUROPE? HE HAD MONEY, RESOURCES, HE COULD HAVE HID OUT ANYWHERE HERE IN THE STATES.

"NOW, I THINK I KNOW WHY.

"DID HE ALSO GO THROUGH HER PAPERS? FIND HER LETTERS TO ME?

"DID HE THROW OUT SOME, AND KEEP OTHERS?

"THE ONES HE'D NEED TO CONVINCE THEM THAT I WAS THEIR FATHER? THAT I'D GOTTEN GWEN PREGNANT AND ABANDONED THEM?

"AND THAT SPIDER-MAN, NOT THE GREEN GOBLIN, WAS THE ONE RESPONSIBLE FOR HER DEATH?

"IT WAS PERFECT, BECAUSE IN SO DOING, HE ENSURED THAT SOMEDAY THEY WOULD COME AFTER ONE OR THE OTHER OF US, AND IN SO DOING, GET BOTH.

ALL THE YEARS HE KEPT COMING BACK AT ME FROM THE SHADOWS, OBSESSED WITH ME...ON ONE LEVEL, BECAUSE I EMBODIED THE SON HE'D WANTED...BUT ON ANOTHER LEVEL, HATING ME BECAUSE I WAS THE ONE GWEN HAD WANTED TO BE THE FATHER TO HER CHILDREN...*HIS* CHILDREN.

IF HE COULD TURN ME, AND RAISE THEM AS HE WANTED, WE'D BE ONE BIG, HAPPY GOBLIN FAMILY.

IT ALL LINES UP, MJ.

HE WAS A SICK MAN, PETER. INSANE--

"--UPSET, SAD, ALMOST BROKEN--"

--AND I FELT SO BADLY FOR HIM, BUT AT THE SAME TIME, UNDER IT ALL, THERE WAS THIS STRENGTH, THIS MAGNETISM--

"--AS THOUGH THERE WAS THE PERSON I KNEW ON THE OUTSIDE, AND DEEP INSIDE, THIS OTHER PERSON, SO POWERFUL, YET SO MYSTERIOUS."

DID SHE SAY--

I LOVE YOU.

"DID SHE SAY--"

DID SHE SAY IF SHE'D EVER... IF HE WAS THE FIRST MAN TO--

"--TO--

"--NO, I--

"--I CAN'T... NO--

"--NO--

OSBORN!

PETER!

PETER! STOP!

PLEASE! PETER--

--STOP IT PLEASE...I'M HERE...I'M HERE, PETER, COME BACK TO ME--

--I LOVE YOU--

--COME BACK TO ME, PETER...LET GO...LET GO...

LET GO. LET IT GO. LET THE RAGE GO. I LOVE YOU. PLEASE.

PLEASE.

MJ...

...OH, GOD...

I KNOW, I KNOW...

I KNOW.

SO.

WHERE DO WE GO FROM HERE?

YOU MEAN...DO I HATE YOU FOR KEEPING THIS FROM ME?

SOMETHING LIKE THAT.

NO. FOR A MOMENT, I--

NO. I DON'T. I LOVE YOU. NOTHING CHANGES THAT. IT'S JUST... HARD, THAT'S ALL.

AND THE HARDEST THING...IS REALIZING WHAT I HAVE TO DO NOW.

WHAT'S THAT?

THE CHANGES IN NORMAN'S DNA HAVE CAUSED GWEN'S KIDS TO AGE ABNORMALLY. FROM THE WAY THEY TALK, FROM THE ANGER THEY HAVE TOWARD ME, I THINK THEY KNOW WHAT I KNOW NOW.

I HAVE TO FIND A WAY TO SAVE THEM, MJ. FOR GWEN. TO PUT SOME OF THIS TO RIGHTS AGAIN. I HAVE TO SAVE THEM. SOMEHOW.

ASSUMING THEY DON'T KILL ME FIRST.

THAT THEY'RE DYING. THEY'RE GOING TO KEEP AGING PREMATURELY UNTIL IT KILLS THEM.

I CAN'T LET THAT HAPPEN, MJ. THEY'RE ALL THAT'S LEFT OF GWEN. I CAN'T LET THEM DIE. I CAN'T LET THEM THINK I ABANDONED THEM AND KILLED THEIR MOTHER.

MIKE DEODATO JR.

OKAY. SO LET'S LOOK AT WHAT WE KNOW, AND WHAT WE DON'T KNOW.

WE KNOW THAT GABRIEL AND SARAH ARE GWEN'S CHILDREN BUT NOT YOURS, THAT THEY WERE FATHERED BY NORMAN OSBORN, THAT THEY'RE AGING PREMATURELY BECAUSE OF THE FORMULA NORMAN USED WHEN HE BECAME THE GREEN GOBLIN...

CHECK.

...AND THAT THEY THINK YOU'RE THEIR DAD AND THE MAN WHO MURDERED THEIR MOTHER, WHICH IS WHY THEY WANT TO KILL YOU.

CHECK.

WE ALSO KNOW THAT UNLESS YOU CAN HELP THEM, THEY'LL CONTINUE TO AGE AT AN ADVANCED RATE UNTIL THEY DIE OF OLD AGE.

ALSO CHECK.

SO WHAT DON'T WE KNOW?

WHAT THE FREAK WE'RE GOING TO DO ABOUT IT.

I MEAN, WE DON'T KNOW HOW TO CONTACT THEM, AND IF WE WAIT FOR THEM TO COME TO US AGAIN, IT'LL PROBABLY BE TO KILL YOU OR SOMEONE CLOSE TO YOU. SO WHAT DO WE DO NEXT?

THERE IS A WAY. BUT IT INVOLVES THE ONE THING THAT I'VE ALWAYS TRIED TO AVOID BECAUSE IT'S NOT JUST DANGEROUS. ONCE LOOSED... IT'S AS UNSTOPPABLE AS THE JUGGERNAUT AND TWICE AS UGLY.

SINS PAST

PART FIVE

--WHERE WE RECEIVED THE ASTONISHING NEWS THAT SPIDER-MAN IS ABOUT TO HOLD A PRESS CONFERENCE.

ASTONISHING, SPECTACULAR AND AMAZING NEWS, BEN.

SO NOW WE TURN FOR AN OPINION TO A NEW MEMBER OF THE FAMILY HERE AT CHANNEL 23 NEWS... RAY HASTINGS, OUR RESIDENT EXPERT ON ALL THINGS SPIDER-MAN.

SO, RAY, HAS THERE EVER BEEN A CASE PRIOR TO THIS WHERE SPIDER-MAN HAS CALLED A PRESS CONFERENCE?

WELL, BEN, AS YOU CAN SEE, I'VE COLLECTED NEWS CLIPPINGS, PHOTOS AND VIDEO FOOTAGE OF SPIDER-MAN'S ACTIVITIES EVER SINCE HE APPEARED ON THE SCENE. FOR INSTANCE--

--THIS RARE FOOTAGE FROM HIS FIRST ENCOUNTER WITH GALACTUS.

HEY! HEY! HEY-HEY-HEY-HEY-HEY!

AND THIS IS FROM THE TIME HE GOT BETWEEN A SENTINEL AND ITS PREY.

CAREFUL, PAL, THAT'S NOT A BAG OF PEANUTS YOU'RE SQUEEZING THERE, YOU KNOW.

SOME OF IT IS DRAWN FROM NEWS SERVICES FROM AROUND THE WORLD, AND SOME OF IT COMES FROM MY OWN EXTENSIVE ARCHIVE OF FILM I SHOT PERSONALLY, HERE ON THE STREETS OF NEW YORK CITY.

WHAT THE ⇒BLEEP⇐ IS WRONG WITH YOU? I ALMOST HAD DOCTOR DOOM UNTIL I TRIPPED OVER YOU AND THIS STUPID ⇒BLEEP⇐ CAMERA! NOW STOP ⇒BLEEP⇐ FOLLOWING ME! IF I SEE YOU AGAIN, I'LL ⇒BLEEP⇐ YOUR ⇒BLEEP⇐ CAMERA UP YOUR ⇒BLEEP⇐ ⇒BLEEP⇐ ⇒BLEEEEEEEEP⇐

UHM, RAY--

I ALSO HAVE A NUMBER OF IMAGES OF SPIDER-MAN FROM ALT.BINARIES.SPIDERSTALKER, AND THIS ONE IN PARTICULAR IS--

--NO, WAIT, THAT'S ANGELINA JOLIE FROM ALT.FAKES, JUST A SECOND--

RAY--

IT'S RIGHT HERE--

RAY, BEN HERE.

YES, BEN?

THAT'S AN AMAZING COLLECTION, BUT THE MAIN THING WE NEED TO DETERMINE RIGHT NOW IS, HAS SPIDER-MAN EVER HELD A PRESS CONFERENCE BEFORE?

NO IDEA. I MAINLY, YOU KNOW, GOT THE FIGHTS AND WHEN HE APPEARED WITH SOMEBODY ELSE, AND--

POSSIBLY. MAYBE. I CAN'T BE SURE.

BACK TO YOU, BEN.

AND NOW WE GO LIVE TO THE STEPS OF THE DAILY BUGLE, WHERE WE JOIN THE PRESS CONFERENCE IN PROGRESS.

IS IT TRUE YOU'RE ABOUT TO RETIRE?

NO, I--

THE A.P. SAYS YOU'RE GOING TO REVEAL YOUR IDENTITY, SAME AS MATT MURDOCK--

THAT'S NOT--

YES, BUT--

HEY! CAN WE HAVE SOME CALM FOR JUST A SECOND HERE? THANK YOU.

I JUST WANT TO SEND A PUBLIC MESSAGE TO TWO PEOPLE.

THIS IS TO GABRIEL AND SARAH. YOUR LIVES ARE IN JEOPARDY. I HAVE TO SEE YOU. MEET ME AT--

--MEET ME AT THE PLACE WHERE I SAW YOUR MOTHER FOR THE LAST TIME.

THAT'S ALL.

I SAID GET THIS FREAK SHOW OFF MY FRONT STEPS! THIS IS A NEWSPAPER OFFICE, NOT A CIRCUS! DO I LOOK LIKE I'M WEARING BIG FLOPPY SHOES AND A RED CLOWN NOSE?

OKAY, WHO SAID YES? I WANT NAMES!

MORE AFTER THIS WORD FROM OUR SPONSOR.

NICK...CAN YOU FOLLOW HIM?

I'M *IATSE* LOCAL ONE. FIRST IN THE COUNTRY.

I CAN FOLLOW *ANY*DAMNBODY.

GO! GO! GO! GO!

Life is never what you expect it to be, is it?

I swore, long ago, that I'd never stand up here again. I never wanted to see this view again.

But then, who in this world gets everything he asks for?

Half an hour in...and I can feel them now. Coming up the cables behind me. I could move, but I can't risk scaring them away before I say what I have to say. Have to let them get close.

Closer.

Closer still...until...

WE'RE HERE. SAY WHAT YOU HAVE TO SAY. BUT IF YOU TRY ANYTHING--

NO. NO TRICKS. JUST THE TRUTH.

"BECAUSE THE TRUTH IS LONG OVERDUE."

ARE WE GETTING AUDIO?

NEGATIVE. THEY'RE TOO FAR EVEN FOR THE 'SCOPE TO PICK IT UP.

DO YOU WANT TO GO LIVE, GET THIS ON THE AIR BEFORE ANYBODY ELSE GETS HERE?

I FIGURE WITH ALL THE CELL PHONES DOWN THERE, WE'RE GONNA HAVE COMPANY IN TEN, FIFTEEN MINUTES. WE CAN BEAT 'EM ALL TO THIS. JUST SAY THE WORD.

SO... DO WE GO?

WE GO. PUNCH US INTO THE LIVE FEED.

"WHATEVER'S GOING ON UP THERE, IT HAS TO BE PRETTY IMPORTANT FOR SPIDER-MAN TO GO THIS FAR OUT OF HIS WAY. BETTER WE GET THE SCOOP THAN SOMEBODY ELSE."

WE DON'T HAVE MUCH TIME, BUT I WANTED YOU TO UNDERSTAND.

LET ME TELL YOU WHAT I THINK I KNOW. LET ME KNOW IF I GET ANYTHING WRONG.

YOU THINK I'M YOUR FATHER. YOU THINK I ABANDONED GWEN, KILLED HER, AND LEFT YOU ALONE OVERSEAS TO FEND FOR YOURSELVES. YOU FOUND THOSE LETTERS, OR WERE GIVEN THEM, AND FINALLY YOU HAD A NAME TO GO WITH YOUR PAIN.

SO YOU CAME TO DESTROY MY LIFE THE WAY YOU THINK I DESTROYED YOURS.

THAT ABOUT COVER IT?

YEAH, THAT COVERS IT. EXCEPT WE DON'T THINK YOU'RE OUR FATHER, WE KNOW. IT'S THE ONLY THING THAT EXPLAINS US. WE'RE STRONGER AND FASTER THAN NORMAL PEOPLE, AND--

AND YOU'RE AGING FASTER THAN NORMAL PEOPLE, AREN'T YOU?

YOU'RE DYING, AREN'T YOU?

BOTH OF YOU.

AGING TWO OR THREE YEARS FOR EVERY YEAR IN REAL TIME. MAYBE EVEN FASTER. LIKE PROGERIA, YOUR AGING HAS BEEN ACCELERATED.

IT'S ONLY YOUR STRENGTH THAT'S KEPT YOU FROM BEING DESTROYED BY IT.

WHICH IS THE ONLY THING WE HAVE TO THANK YOU FOR.

JUST ONE PROBLEM. I'M NOT YOUR FATHER. YOUR FATHER...WAS A MAN NAMED NORMAN OSBORN, AND--

THAT'S NOT TRUE!

NORMAN SAVED US. HE CAME TO US WHEN WE WERE JUST INFANTS--

"--HE MADE A HOME FOR US, EVEN THOUGH HE COULDN'T BE THERE MOST OF THE TIME.

"HE SAW THAT OUR BRAINS WERE MATURING AS FAST AS OUR BODIES, AND HE BROUGHT IN THE BEST TEACHERS--

"--HE TRAINED US TO BE EVERYTHING WE KNEW WE COULD BE, EVERYTHING HE WANTED US TO BE. HE BELIEVED IN US.

"AND HE TOLD US ALL ABOUT YOU."

PARKER SAID HE LOVED YOUR MOTHER, BUT HE DIDN'T. HE RAN. HE RAN AWAY FROM HIS OBLIGATIONS, FROM HER, FROM YOU. THEN SPIDER-MAN KILLED HER, SENT HER TO HER DEATH.

ONE DAY, YOU WILL AVENGE HER BY KILLING THEM. BUT NOT UNTIL THE TIME IS RIGHT, NOT UNLESS I... FALL.

YOU ARE MY LIVING TRUST, MY WILL, AND MY WILL MADE MANIFEST. ONCE YOU HAVE DONE ALL THIS, THEN AND ONLY THEN WILL YOU BE WORTHY OF MY INHERITANCE, MY...LEGACY.

BECAUSE IN A WORLD WHERE I AM NOT, HE ALSO MUST NOT BE. TO ALLOW HIM--THAT IS, THEM--TO CONTINUE IN A WORLD WITHOUT ME WOULD BE A PROFOUND...IMBALANCE. THAT'S WHY YOU MUST GO AFTER BOTH OF THEM.

IN THAT WAY, WE CAN BE SURE YOU DON'T MISS THE TARGET.

--CONFIRMED, WE HAVE THREE SUSPECTS ON THE BRIDGE. THEY ARE ON THE SUPPORT CABLES, REPEAT, THEY ARE ON THE SUPPORT CABLES. IF THEY TAKE ACTION, THEY COULD DAMAGE THE CABLES AND WEAKEN THE BRIDGE, ENDANGERING CIVILIANS IN THE AREA.

POLICE

SUSPECTS ARE TO BE TAKEN INTO CUSTODY FOR POSSIBLE TERRORIST ACTIVITIES. IF THERE IS ANY RESISTANCE, LETHAL FORCE IS AUTHORIZED.

"YOU'RE LYING. WHY WOULD NORMAN DO THIS?"

WPD1 POLICE

IT WOULD TAKE TOO LONG TO EXPLAIN NORMAN'S MOTIVATIONS, THE REASONS HE DID THIS...IT'S TAKEN ME YEARS TO EVEN START TO FIGURE IT OUT MYSELF. BUT I CAN TELL YOU THIS.

NORMAN HAD BEEN EXPOSED TO A FORMULA THAT GAVE HIM TREMENDOUS STRENGTH AND SPEED. IT ALSO DESTROYED HIS MIND. BUT IT DID SOMETHING ELSE AS WELL. IT INCREASED HIS HEALING ABILITIES, SO HIS METABOLISM WORKED INCREDIBLY FAST.

IF THAT CHANGE WAS ENCODED INTO HIS DNA, IT WOULD HAVE BEEN PASSED ON TO YOU...AND IT COULD HAVE AFFECTED YOUR NATURAL AGING PROCESS, SPEEDING IT UP CONSIDERABLY.

IF YOU DON'T DO SOMETHING, YOU COULD BE DEAD OF OLD AGE WITHIN JUST A MATTER OF A FEW YEARS. I CAN HELP YOU. YOU CAN TRUST ME--

SORRY--

I DON'T TRUST YOU.

I KNOW. I KNOW YOU DON'T TRUST ME.

BUT *SHE* DOES.

SARAH...?

GABE, LISTEN TO ME--

WHAT'RE YOU--

I TOLD YOU I FOLLOWED HIM TO THE DNA TESTING LAB. HE RAN OUR MOTHER'S DNA THROUGH THE SYSTEM.

BUT HE NEVER RAN HIS OWN.

I'VE BEEN THINKING ABOUT IT EVER SINCE. IF HE HAD TO RUN TESTS TO CONFIRM WHO AND WHAT WE ARE, WHY WOULD HE HAVE TO--

"--TO DO ALL OF THAT JUST TO GET A SAMPLE OF HER DNA IN ORDER TO DO A CROSS-CHECK?

UNLESS...UNLESS HE *KNEW* WE COULDN'T BE HIS CHILDREN... BECAUSE HE AND OUR MOTHER HAD NEVER...IF THEY HADN'T--

"WHY NOT JUST USE HIS OWN?"

THAT'S NOT TRUE! IT CAN'T BE TRUE! SARAH, ALL OUR LIVES, NORMAN WAS THERE, HE WAS... HE WAS OUR ANCHOR, OUR SALVATION...HE WAS--

HE WAS--

--HE WAS THE GREEN GOBLIN. MAYBE YOU HEARD ABOUT HIM. HE WAS INSANE. HE WAS A KILLER.

AND HE'S THE ONE WHO KILLED YOUR MOTHER. NOT ME. NORMAN.

"RIGHT HERE. RIGHT WHERE WE'RE STANDING."

THAT'S NOT TRUE! HE LOVED US!

GABE! NO!

HE BROUGHT HER HERE, AND HE KILLED HER... THE MAN YOU LOVED, THE MAN YOU ADORED, THE MAN YOU THOUGHT WAS YOUR SALVATION... AND ALL ALONG HE WAS USING YOU, WARPING YOU...TEACHING YOU TO HATE ME WHEN ALL ALONG HE WAS THE MAN RESPONSIBLE FOR YOUR MOTHER'S DEATH. HE--

ENOUGH OF THIS! I'LL KILL YOU RIGHT HERE AND NOW, I SWEAR IT!

UNNHOO

Got to get him off me but I don't want to hurt him--

Unfortunately, he has no such compunctions.

...KILL YOU... KILL YOU, YOU SONOFA--

GUNHHH!

God...to save his life--

--am I going to have to cripple him?

GABE, STOP IT! CAN'T YOU SEE HE'S HOLDING BACK? LISTEN TO HIM...LISTEN TO *ME*--

NO... NO MORE TALK--

--TIME TO DIE.

Have to fight back, even if it means--

WHAT THE--

KA-CHOW!

NO...

...I thought we had more time, how did they get here so--

YOU ARE ORDERED TO SURRENDER OR WE WILL USE LETHAL FORCE! YOU HAVE TEN SECONDS!

POLICE

SEE? YOU SEE HOW HE WORKS? HE PROMISES WE'LL BE SAFE... BUT ARRANGES FOR THE POLICE TO DO HIS WORK FOR HIM.

YOU DON'T KNOW THAT! PLEASE, GABE, ALL I'M SAYING IS--

IT'S THE SAME THING ALL OVER...LIES, SARAH...ALL LIES--

DIE!

No...this is going totally wrong--

--tragically wrong!

WE'VE GOT GUNFIRE! I REPEAT, WE'VE GOT GUNFIRE!

TAKE THEM DOWN!

Got to stop this before it gets even further out of control!

It's a clear drop to the water below, and he's strong enough to survive the fall. Then I can--

BLAM!BLAM!BLAM!BLAM!BLAM!BLAM!BLAM!BLAM!BLAM!BLAM!BL

NO!

G-GABE...? I--

--I'VE BEEN...I'VE BEEN--

...SHOT....

SARAH!

NO...I won't let it happen...I won't let it HAPPEN AGAIN!

So many times I relived that moment, thinking how I could have done it differently...replaying it every time--

--asking God for one chance, just one chance, to do it right.

I won't fail this time... not with her daughter... it's all I have of her...I won't fail...I won't fail--

I--

--WON'T--

--FAIL HER--

--AGAIN!

I'VE GOT YOU!

I'VE GOT YOU....

I'VE GOT YOU.

SARAH! SARAH!

Stay with me... stay with me...just a little longer.

SHE GETS IMMEDIATE TREATMENT OR I'LL TEAR THIS PLACE APART WITH MY BARE HANDS.

BY A ROBBER.

SHE WAS SHOT.

ANYONE GOT A PROBLEM WITH THAT?

--THEN YOU CAN DECOMPOSE FOR ALL I CARE, BUT YOU'RE NOT TAKING CUTS IN LINE, I--

HEY!

LOOK LADY, I KNOW YOU'VE GOT OTHER PEOPLE HERE, BUT I'M A COMPOSER, OKAY? MY HAND IS DISLOCATED! IF I CAN'T USE MY HAND, I CAN'T COMPOSE, AND IF I CAN'T COMPOSE--

HEY!

"SARAH..."

...I'D ALWAYS WANTED US TO COME HERE TOGETHER, AFTER WE FINISHED OUR WORK. AFTER WE'D AVENGED OUR MOTHER, AND KILLED THE MAN WHO TOOK HER LIFE.

I MEMORIZED THE INSTRUCTIONS, THE MAP, AND WAITED FOR THIS DAY...BUT NOW I HAVE TO COME HERE ON MY OWN, TO GET WHAT WE NEED TO EVEN THE SCORE, FOR ME TO SAVE YOU FROM HIM...

...SAVE YOU FROM THE MONSTER.

SAVE YOU FROM THE LIES.

WE'LL DESTROY HIM, DESTROY HIS FAMILY, KILL EVERYONE HE CARES ABOUT.

I'LL FREE YOU, AND WE'LL BRING OUT THE TRUTH, ONCE AND FOR ALL. WE'LL--

NO...NO... IT CAN'T BE... IT CAN'T--

BOOOOO!

MIKE DEODATO JR.

Sins Past

Part Six

NO...NO, IT CAN'T BE... IT CAN'T--

WHIRRRRR CLICK WHIRRRRR

VOICE IDENTIFICATION CONFIRMED.

BEGIN PROGRAM.

STAND BY TO RECEIVE.

HELLO, MY CHILDREN... GABRIEL, SARAH...WELCOME. I SPEAK TO YOU FROM THE SHADOWS...OR FROM THE GRAVE...DEPENDING ON WHEN YOU HEAR THIS RECORDING.

IF YOU HAVE FOUND THIS PLACE, THEN TWO CONDITIONS HAVE LIKELY BEEN MET. THE FIRST...IS THAT YOU ARE READY TO INHERIT YOUR LEGACY AS MY HEIRS.

YOU KNOW BY NOW THAT YOUR MOTHER WOULD HAVE BEEN TOO WEAK, TOO SOFT TO LEAD YOU INTO THIS GRAND DESTINY. SHE WOULD NOT HAVE SURVIVED IT.

AND NEITHER WOULD YOU.

NO...NO... THIS CAN'T BE HAPPENING.

YOU SAID YOU LOVED US.

YOU SAID YOU LOVED US!

YOU SAID HE KILLED HER!

THE SECOND CONDITION THAT SHOULD BE TRUE IF YOU HAVE FOUND THIS PLACE...IS THAT YOU HAVE ALSO FOUND PETER PARKER. SPIDER-MAN.

YOU HAVE DISCOVERED THAT THEY ARE THE SAME MAN, AND THAT IN HIS OWN WAY, HE IS AS RESPONSIBLE FOR YOUR MOTHER'S DEATH AS I WAS.

SHE DIED BECAUSE HE WAS A ROMANTIC FOOL. THEY BOTH WERE.

AND I AM ALIVE...BECAUSE I AM NOT.

AND NOW, IF YOU HAVE PERFORMED AS I TRAINED YOU, THEN HE HAS JOINED HER IN DEATH.

OR HE HAS JOINED YOU AT LAST...HAS TAKEN THE LAST STEP TO JOIN THE FAMILY THAT HAS AWAITED HIM ALL THESE YEARS. THE FAMILY WHOSE FLESH AND BLOOD RUN THROUGH YOUR BODIES.

WHOSE FACES YOU ARE ONLY NOW PREPARED TO WEAR.

"They are your true faces. That is what it is to be one of us, one of the family. The mask is your face... and the face beneath it is the mask you wear, the stranger even you do not recognize...except in the dark.

"And in here, with us, it is always dark."

HI, MR. SPIDER-MAN, I... UM...I'M LOOKING FOR MY SISTER...SHE CAME THROUGH HERE A WHILE AGO--

YES...SHE SAID SHE'D BE RIGHT BACK. AND THAT YOU SHOULD WAIT RIGHT HERE.

GOOD. SO I'LL...WAIT RIGHT HERE, THEN. IF YOU DON'T MIND.

NO. NO, IT'S FINE... MISS.

I SAW WHAT HAPPENED ON THE NEWS. ARE YOU OKAY?

YEAH...I'M OKAY. IT'S SARAH I'M WORRIED ABOUT. THEY PULLED HER INTO SURGERY OVER TWO HOURS AGO TO WORK ON THE GUNSHOT.

EVERY TIME SOMEBODY'S GONE IN OR OUT OF THERE, THEY'VE BEEN RUNNING, AND THAT CAN'T BE GOOD, IT--

I SAVED HER AT THE BRIDGE, MJ. I SAVED HER AND I CAN'T LET HER DIE NOW, I JUST CAN'T, I--

I'M SORRY, IT'S--

IT'S OKAY, SWEETIE. YOU'RE JUST TIRED. THERE'S SO MUCH GOING ON--

YEAH... I KNOW, IT'S JUST...

I'M GLAD YOU'RE HERE.

THERE YOU ARE--

DOCTOR CHAPIN, HOW'S SHE DOING?

NOT GOOD, I'M AFRAID.

BUT...THE NURSE SAID YOU GOT THE BULLET, AND THE WOUND--

IT DIDN'T HIT ANYTHING CRITICAL, AND WE'VE BEEN ABLE TO REPAIR MOST OF IT, THAT PART SEEMS TO BE HEALING ALMOST UNNATURALLY FAST, BUT--

THEN WHAT'S THE PROBLEM?

IT'S--

--IT'S LOSS OF BLOOD. WE TYPED HER BLOOD, AND THERE'S PLENTY OF IT ON HAND, BUT EVERY TIME WE TRIED A DIRECT MATCH HER BODY REJECTED IT.

"THERE'S SOMETHING... ODD ABOUT HER BLOOD.

"IT'S BEEN ALTERED IN SOME WAY, SOME GENETIC MARKER THAT I'VE NEVER SEEN BEFORE."

What was it Norman told Gwen?

Osborn blood is special blood.

The Goblin formula that affected Norman at a genetic level was born into her. Made her strong. Made her age prematurely.

And now it's killing her because it won't accept normal blood.

He won't let go... even now. He'll see her die before letting someone else have her...help her...

WE'RE DOING THE BEST WE CAN WITH SYNTHETIC PLASMA, BUT IT'S A HOLDING ACTION AT MOST. IF WE DON'T GET SOMEBODY WITH THE SAME GENETIC TRAITS DOWN HERE IN THE NEXT HOUR...

DOES SHE HAVE ANY NEXT OF KIN?

NO...NOBODY THAT COULD GET HERE INSIDE AN HOUR.

THEN I'M AFRAID THERE'S NOTHING WE CAN DO EXCEPT--

--WELL, EXCEPT USE THE SYNTHETICS FOR AS LONG AS POSSIBLE, MAKE HER AS COMFORTABLE AS WE CAN UNTIL--

WELL. UNTIL.

THE END.

I'M SORRY. THERE'S JUST... THERE'S NOTHING WE CAN DO.

I LOVE YOU.

...NO. ...NO, IT CAN'T--

WAIT... DOC, WAIT!

USE MY BLOOD.

ARE YOU A RELATIVE?

NO, BUT... MY BLOOD TYPE IS THE SAME AS HERS.

HOW DO YOU KNOW THAT?

How do I say that even before I saw her DNA chart, I knew I had a 50/50 chance because--

Because I once asked Gwen what her blood type was, because...

Well, because you think about those things when you're planning to ask someone to marry you someday.

And God, she wanted kids so badly.

HOW I KNOW IS MY BUSINESS.

YES, BUT EVEN IF IT'S THE SAME TYPE, AS I SAID, HER BLOOD IS UNUSUAL, LIKE NOTHING I'VE SEEN BEFORE--

YEAH, I KNOW.

BUT SO'S MINE, DOC.

SO'S MINE.

AND LET'S FACE IT...

"...WHAT DOES SHE HAVE TO LOSE?"

"YOU UNDERSTAND THOUGH, SPIDER-MAN, THAT THIS IS GOING TO BE A VERY HEAVY TRANSFUSION. IT'S NOT LIFE-THREATENING, BUT YOU MAY BLACK OUT FROM THE ABRUPT BLOOD LOSS, AND YOU'RE GOING TO HAVE TO STAY UNDER CARE FOR AT LEAST A DAY."

"I UNDERSTAND, DOC. I UNDERSTAND.

"JUST...DO WHATEVER YOU HAVE TO, BUT SAVE HER, DOC.

"SAVE HER."

GO GET HIM, TIGER.

KICK HIS ASS.

"KICK IT *HARD.*"

"You're dying... you know it, I know it..."

...AGING FASTER THAN YOU SHOULD.

BUT THERE'S HOPE.

AND I AM THE ONLY ONE WHO CAN GIVE IT TO YOU.

WHEN I RECEIVED THE SERUM, IT NEARLY KILLED ME...BECAUSE I WAS NOT PREPARED FOR IT. THERE IS NO WAY ANYONE COULD HAVE BEEN PREPARED FOR THE POWER IT PROVIDED.

UNTIL NOW.

UNTIL YOU.

THE SERUM IS ALREADY IN YOUR BLOOD. IT IS MY LEGACY TO YOU. BUT FLAWED, BECAUSE IT HAS HER BLOOD IN IT AS WELL. THIS LED TO UNEXPECTED MUTATIONS IN YOUR GENETIC CODE, SO THAT THE RAPID HEALING FACTOR ALSO BECAME A RAPID AGING FACTOR.

SO WHAT IS NEEDED... IS A SECOND INJECTION, ONE THAT WILL COMPLETE THE WORK THAT BEGAN IN YOUR GENETIC CODE BEFORE YOU WERE EVEN BORN.

THE SERUM WILL SLOW OR EVEN HALT THE ADVANCED AGING... AND YOU WILL EMERGE EVEN MORE POWERFUL THAN I WAS, AT THE HEIGHT OF MY ABILITIES.

IT MAY HAVE...UNFORESEEN EFFECTS ON YOUR MENTAL PROCESSING...DISRUPTIONS IN NORMAL FUNCTIONING, PARANOIA, PSYCHOSIS, EVEN SOME MEMORY LOSS...BUT IT BEATS DYING, RIGHT?

AND AFTER ALL, WHAT FAMILY DOESN'T HAVE ITS LITTLE...

...ECCENTRICITIES?

YOU'VE COME ALL THIS WAY--

...you've come all this way, Sarah--

--DON'T LET ME DOWN--

...don't give up...

IT'S THE ONLY WAY...YOU'RE MINE...AND I'LL NEVER LET YOU GO...NEVER LET YOU GO....

YOU'LL NEVER HAVE THEM! YOU HEAR ME? YOU'LL NEVER HAVE THEM, NORMAN!

AAAAAAAGGGHHHH--

--HUCCCHHHH!

WE'RE GETTING A SOLID PULSE... HEARTBEAT AND RESPIRATION UP...

...WE'VE GOT HER...WE'VE GOT HER...MY GOD...

...MY GOD...

"...MY GOD..."

...YOU ALL RIGHT?

IF YOU'RE AWAKE, SAY SOMETHING, BECAUSE I CAN'T SEE YOUR EYES UNDER THERE.

...HEY...

HEY.

HOW'RE YOU FEELING?

LIKE I'VE BEEN HIT BY A TRUCK. REPEATEDLY.

DOC SAID YOU CAN EXPECT TO FEEL PRETTY DIZZY. SAID YOU SHOULDN'T STAND UP TOO FAST FOR A WHILE, NO EXERTION--

SO HOW IS SHE?

STABLE, BUT WE WON'T KNOW MUCH MORE FOR A FEW HOURS AT LEAST.

SOMETHING WRONG?

JUST KEEPING AN EYE OUT. ONE OF THE NURSES TRIED TO SLIP IN HERE WITH A CAMERA ABOUT AN HOUR AGO. SHE WAS GOING RIGHT FOR YOUR MASK.

WHERE IS SHE NOW?

IN RECOVERY.

BIG FEET. FOOD CART. CLUMSY ME. OOPSIE.

I LOVE YOU.

YOU'D BETTER.

SO WHAT PROMPTED HER TO TRY IT?

THE PRESS IS ALL OVER THE PLACE DOWNSTAIRS. THE STAFF IS KEEPING THEM OUT, BUT WORD'S OUT THEY'D PAY BIG MONEY FOR A PICTURE, ESPECIALLY IF IT'S ONE OF YOU, UNCONSCIOUS, WITH YOUR MASK OFF.

HOW MUCH?

FIVE MILLION.

LOOKS LIKE I PICKED THE WRONG TIME TO GIVE UP PHOTOGRAPHY. ANYBODY ASKING ABOUT WHAT YOUR INVOLVEMENT IS IN ALL THIS?

THEY THINK I'M A GROUPIE. APPARENTLY THEY GET 'EM HERE ANY TIME SOMEBODY IN A COSTUME GETS WOUNDED.

SUPER-GUYS HAVE GROUPIES? LOOKS LIKE I PICKED THE WRONG TIME TO GET MARR--

HEY!

JUST KIDDING, I--

WAIT A MINUTE... THE PRESS IS HERE?

HAS THIS GONE OUT ON THE TV YET?

YEAH, DOWNSTAIRS.

I HAVEN'T CHECKED, BUT I THINK SO. WHY?

...OH, NO...

I KNOW WHAT YOU'RE TRYING TO DO! YOU'RE TRYING TO TAINT HER WITH YOUR BLOOD! MAKE HER A WEAKLING LIKE YOU! BUT IT WON'T WORK!

"SHE'LL DIE BEFORE THAT HAPPENS!"

HELP... SOMEONE HELP...

WHAT HAPPENED?

SOMEONE KNOCKED OUT THE GUARD...TOOK HIS GUN...AND THE GIRL, IN SURGERY, THE ONE SPIDER-MAN WAS HELPING, SHE--

--SHE'S GONE.

YOU'VE RUINED EVERYTHING! EVERYTHING!

...fast, incredibly fast... somehow he's been amped up...and I'm still weak as a kitten...got to get away from this or I'm dead...

...but this...doesn't take much energy...

...it's the holding on that's going to be a bitch...

NO!

UNNNNHHH!

--get it together NOW!

AHH!

I feel my shoulder dislocate on impact...can't get my bearings...damn it, Peter, get it together--

NNNNGGHH!

Can't move...can barely see...he's got me right in his sights...

...come on, Peter, don't go out like this, don't go down without a fight--

LOOK AT YOU...YOU'RE PATHETIC, ALMOST NOT WORTH KILLING.

ALMOST... BUT WE ALWAYS FINISH WHAT WE START--

--DON'T WE, SARAH?

S...SARAH?

POOR SPIDER-FOOL... YOU NEVER UNDERSTOOD, DID YOU?

THE TRUTH IS IN THE BLOOD... AND NOTHING WILL EVER CHANGE THAT.

FINISH HIM, SARAH, AND COME WITH ME. I HAVE SOMETHING...AMAZING TO SHOW YOU, I--

GABRIEL--

--GET OUT OF HERE.

WHAT ARE YOU--

HE DIDN'T DO ANYTHING TO US, OR TO OUR MOTHER. HE SAVED MY LIFE. HE'S INNOCENT.

LITTLE SISTER... LITTLE FOOL...NO ONE IS INNOCENT. NOT HIM--

--AND IF YOU'VE TAKEN HIS SIDE, AGAINST YOUR FLESH AND BLOOD--

--NOT EVEN YOU.

WUMPH!

BAM! BAM! BAM!

NO--

--CAN'T GET CONTROL... GOT TO GET CLEAR...GOT TO GET--

--NO--

AAAAGHHHHH!

...YOU DID WHAT YOU HAD TO...I SAW HOW HE WAS...HE WAS OUT OF HIS MIND, IT WASN'T EVEN GABRIEL ANY MORE...HE WAS GOING TO KILL YOU.

SARAH...

I KNOW, BUT--

--I CAN'T... I HAVE TO GO AWAY, I--

NO... WAIT, SARAH, PLEASE...

...WAIT...

"I'LL WAIT HERE FOR YOU, PETER."

THANKS, THIS...SHOULDN'T TAKE LONG.

GOOD, THEN WE CAN HAVE A CHANCE TO SIT AND TALK. IT'S BEEN A LONG TIME, AND I HAVE A LOT TO TELL YOU. A LOT TO TALK ABOUT.

GREAT.

PETER? DO YOU BELIEVE IN DESTINY?

I... DON'T KNOW. WHY?

IT'S JUST... IT'S FUNNY...THERE ARE TIMES I FEEL AS IF I'VE KNOWN YOU FOR LONGER THAN I'VE KNOWN YOU...YOU'RE THAT MUCH A PART OF ME, AND YET--

--AND YET WHEN I TRY TO LOOK AHEAD, I CAN IMAGINE YOU COMING HOME FROM A HARD DAY'S WORK, PUTTING YOUR HEAD IN MY LAP TO SLEEP...BUT I CAN'T SEE MY FACE.

ISN'T THAT ODD?

NOT AT ALL. AFTER ALL, IF YOU'RE INSIDE YOUR OWN HEAD, HOW CAN YOU REALLY SEE YOURSELF?

YOUR LAP IS ALL MINE, GWEN. AND THE REST OF YOU AIN'T BAD EITHER.

YOU'RE SUCH A--

I LOVE YOU, PETER.

I LOVE YOU...

...I'LL ALWAYS LOVE YOU...

I KNOW.

SLEEP NOW.

--AND I WAS TALKING TO BARBS, AND SHE SAID SHE COULD TAKE THE BOYS FOR THE WEEKEND.

THAT'S GREAT, I--

BOBBY, DON'T STRAY TOO FAR, I--

DAD! LOOK!

OHMYGOD...

CALL 911... MY CELL'S IN THE CAR. AND GET A BLANKET.

RIGHT.

YOU'RE GOING TO BE OKAY...JUST DON'T MOVE...

HURT... I HURT ALL OVER...

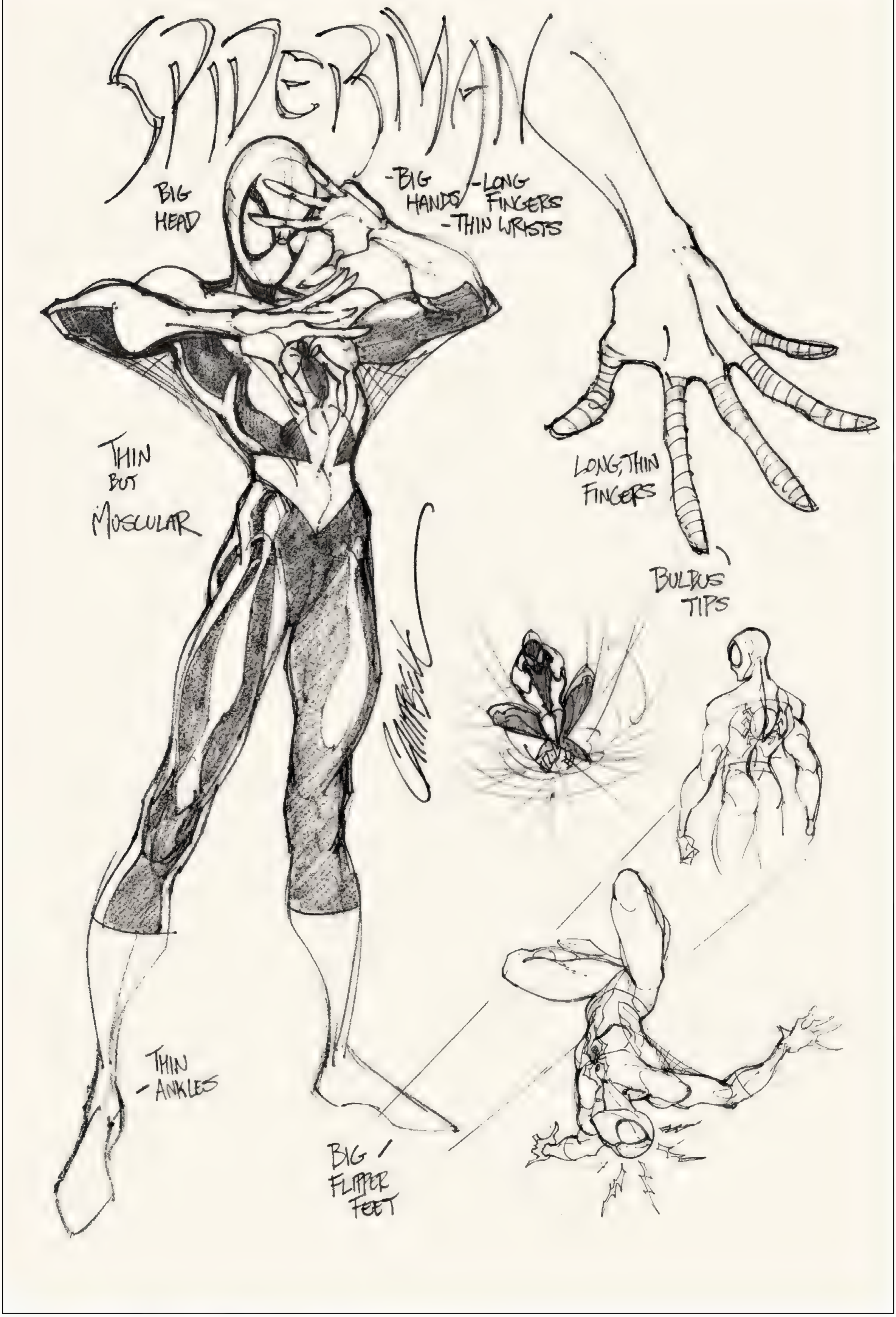
THERE'S AN AMBULANCE ON THE WAY, YOU'LL BE ALL RIGHT. WHAT'S YOUR NAME?

MY NAME...?

I DON'T...I DON'T REMEMBER...

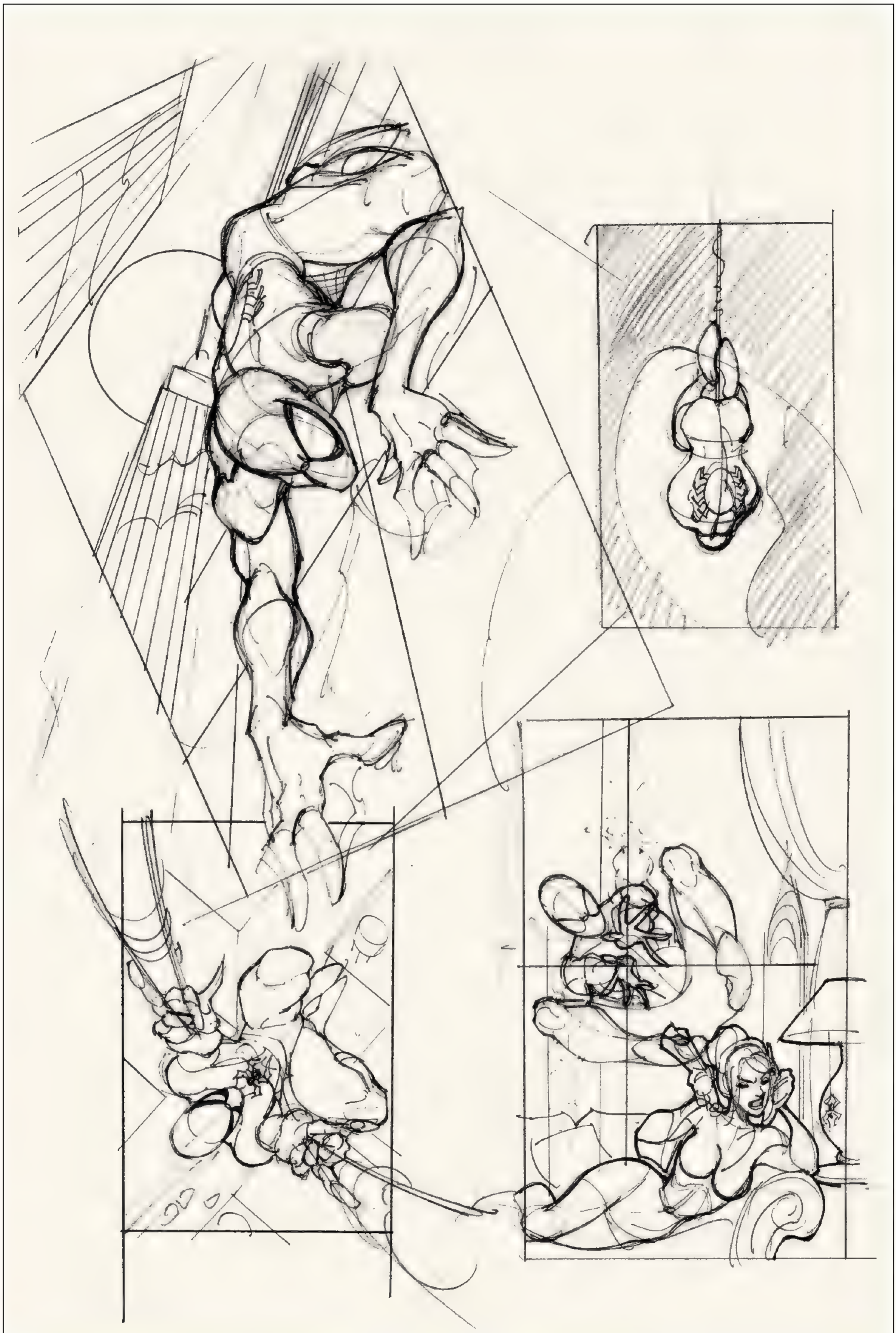
...I DON'T REMEMBER...

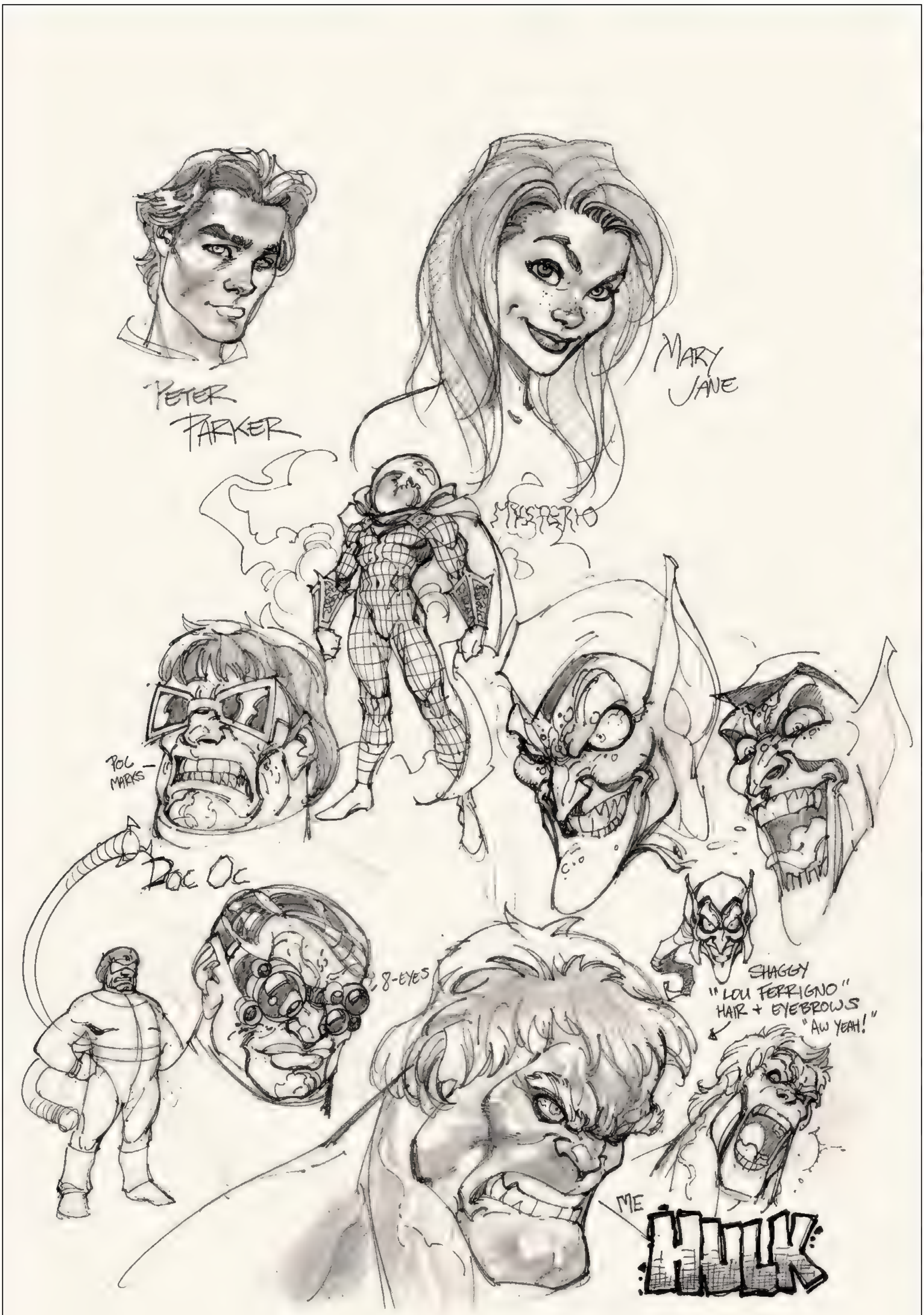
END



Sketchbook by J. Scott Campbell

BUG LIKE
KINDA CREEPY

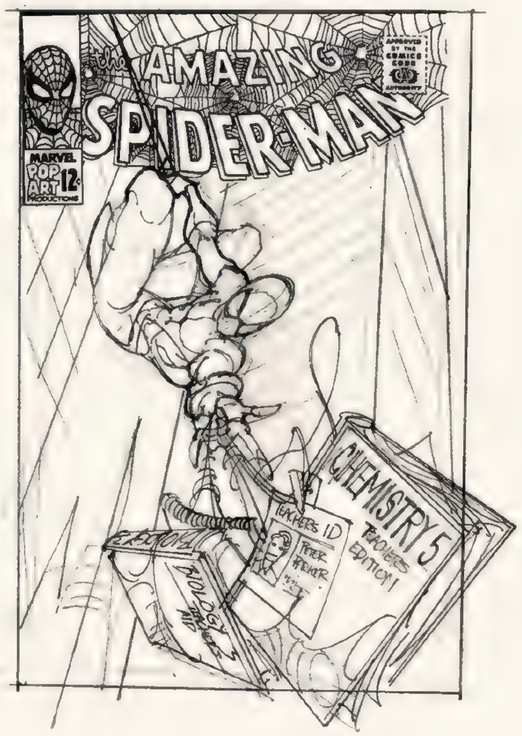



PETER PARKER
MARY JANE
MYSTERIO
DOC OC
8-EYES
SHAGGY
"LOU FERRIGNO"
HAIR + EYEBROWS
"AW YEAH!"
ME
HULK

LOOKING DOWN ON CITY

SPIDER IN FRONT OF LARGE PROFILE/ EYE SHOT + IN FRONT OF LOGO

WALKING FORWARD IN "TOUGH-GUY" "I'M A BAD-ASS" POSE WITH HIGH CONTRAST LIGHTING AND TATTER WEBBING FLAG EFFECT BLOWING IN BACKGROUND



"SPIDY SENSES TINGLING!!!" SURROUNDED BY THUGS WITH GUNS IN WAREHOUSE SETTING

BEST OF SPIDER-MAN VOL. 1 HC

INTRODUCTION

BY AXEL ALONSO

The most telling moment of Spider-Man's 2001 revival occurred a few days after the World Trade Center was reduced to rubble in a terrorist attack. Like any New Yorker, I was doing my best to go on with life as usual in a city that had transformed overnight, when a question suddenly occurred to me: Shouldn't *Amazing Spider-Man* make some attempt to acknowledge what had happened on Sept. 11? Wouldn't Queens-born-and-bred Peter Parker need to come to terms with what had happened to his city? So I fired off an email to series writer J. Michael Straczynski — and evidently, he agreed. The next day, I was looking at the script for the now-legendary *Amazing Spider-Man #36*, a comic book that serves as both a powerful meditation on events beyond comprehension and a potent reminder of Spider-Man's indisputable place in American pop culture.

The public response to *Amazing Spider-Man #36*, which garnered unprecedented national press coverage and truckloads of heartfelt letters, was the apex of a dizzying year that has seen Spider-Man regain his proper luster. The volume you hold in your hands shows why. The stories in this collection are the result of the hard work and vision of some of the finest writers and artists in the medium, and a testament to the resilience of a guy named Peter Parker.

In an age of heroes with murky agendas and gray morality, Peter Parker isn't exactly a paradigm of unconflicted virtue — but he's just about the closest thing to it. Say what you want about Peter, but he's trying. Lord knows he's trying. Trying to make the world a better, safer place — and of course, to be a better man. Sure, Peter has bad fashion sense and skeletons in his closet for which he'll never atone. Sure, we all know too well, victory will never quite be his. But he's trying.

And that's why we keep coming back for the next chapter in his story.

Because, in some way, it is ours.

AXEL ALONSO

BEST OF SPIDER-MAN VOL. 2 HC

INTRODUCTION

BY AXEL ALONSO

In the last year, Peter Parker faced down an array of formidable foes, but perhaps none so intimidating as a rickety-legged old lady clutching a scrap of cloth to her chest. Of course, the little old lady was Aunt May, the scrap of cloth was the tattered remnants of Peter's costume, and J. Michael Straczynski knew exactly why this scene would strike such a nerve.

So did Paul Jenkins when he decided to dust off Norman Osborn for another round with his nemesis. The Green Goblin hurls far deadlier things than pumpkin bombs. You want comic relief, roll out the Rhino or Rocket Racer; you want a villain with an intimate knowledge of Peter's psyche, someone who can get into his brain and his heart and his soul, where it really hurts, then Osborn is your man.

And what torments Peter when he's staring at his bedroom ceiling, stripped of the red-and-blue tights and all that they signify? How about a certain redhead whose gorgeous face continually hovers in his peripheral vision, never out of sight or mind. Indeed, if Peter believes that "with great power, there must also come great responsibility," then he knows that it also comes with great sacrifice.

Are you detecting a pattern? A closer look at the stories in this volume proves that the crazy super villains in their brightly colored costumes are just potholes on the road of Peter Parker's life. No matter how many times Spider-Man clocks Doctor Octopus or saves the damsel in distress, it is the ongoing saga of his life that fascinates us most. Beneath the tights and beyond the famous mantra lies a guy like any of us, just doing his best to be his best, for himself and those he loves.

AXEL ALONSO

'NUFF SAID

WE DARED THEM.

That's right, almost a year ago, Marvel Prez Bill Jemas and EIC Joe Quesada hatched a test for the Mighty Marvel Maestros: Since you are the best artists and writers in the biz, we challenge you to tell a story using visuals only. After all, if a picture is worth a thousand words, then a comic book filled with images only would be worth...well, more words than the Collector could count!

And if you think creating a story with no words is half the work, think again, True Believer! The writer has to craft a story using no dialogue or caption boxes to communicate information — and pencilers have to make sure their storytelling is so clear that text isn't needed to explain what's going on.

Just to show you how our Mighty Marvel Maestros met the challenge, and to give you a unique peek behind the curtain, here's the plot to the very story you just read! Just compare it to the art and you'll see how the dare was done!

ISSUE #39
WRITER: J. MICHAEL STRACZYNSKI
PENCILS: JOHN ROMITA JR.
INKS: SCOTT HANNA
COLORS: DAN KEMP

PAGE ONE

FULL PAGE
A penthouse building in Los Angeles. Dawn.

1 T&C "MEANWHILE..."

J. MICAEL STRACZYNSKI – WRITER
JOHN ROMITA JR. – PENCILS
SCOTT HANNA – INKS
BRIAN HABERLIN – COLORS
COMICRAFT – LETTERS
AXEL ALONSO – EDITOR
JOE QUESADA – CHIEF
BILL JEMAS – PRES

PAGE TWO

PANEL ONE
Mary Jane in something knee-bucklingly revealing. She's lying on one side of the bed. What you do when you've been used to sleeping with someone for a long time and they're not there anymore. The other side of the bedding is barely even pulled back.
She's facing —

PANEL TWO
The alarm clock. 5:29 A.M.

PANEL THREE
Close on Mary Jane's face. Sad.

PANEL FOUR
She's getting up, slipping off the shoulder strap as she rises.

PAGE THREE

PANEL ONE
The bedroom leading to the bathroom. The TV is on, silent, at one end of the bedroom. There's a commercial for Krell Toothpaste. We get a sense of MJ inside the bathroom, going about her business.

PANEL TWO
Same exact angle, a little later. There's a newscaster on the TV now, sitting somewhere inside a studio.

PANEL THREE
Same again, but now a reporter in the field, outside, with a hand mike, is on camera. MJ still hasn't come out.

PANEL FOUR
There's now footage of Spider-Man swinging by, in action, saving people from a terrorist-looking guy firing a huge gun.

PAGE FOUR

PANEL ONE
MJ has emerged, barely wearing a towel, and is now standing in front of the TV, watching the report on Spider-Man.

PANEL TWO
Ditto. He's carrying people out of harm's way. She hasn't moved.

PANEL THREE
We've gone to commercial. Fandangoing frankfurters onscreen. She's heading back to the bathroom.

PANEL FOUR
She's back inside the bathroom, the commercial continuing out here.

PAGE FIVE

PANEL ONE
MJ on a beach in LA, modeling a micro-small bathing suit, smiling a million-dollar smile for the photographer and his support crew.

PANEL TWO
Flashbulbs go off; she's turning it all loose.

PANEL THREE
Later. She's sitting by herself in an outdoor coffee shop. Eyes down. Lost in thought.

PANEL FOUR
Some of the crew goes by, waving. She's all smiles again, waving back.

PANEL FIVE
Same as panel three. When they're gone, the pretense falls away.

PAGE SIX

PANEL ONE
A big Hollywood premiere at the Chinese Theater. Limos. Spotlights. Fans piled behind red velvet ropes. A red carpet leading to the theater. The movie's title is RAVING MADMEN, and a banner says THE FUNNIEST MOVIE OF THE YEAR - Los Angeles Times.

PANEL TWO
A limo has pulled up and MJ is getting out. More flashbulbs, more of the million-dollar smile.

PANEL THREE
She moves down the red carpet, smiling and waving, more flashbulbs.

PANEL FOUR
A raking angle past MJ in one of the theater seats, so we see those behind and beside her, laughing uproariously at the OS screen, the light from which spills onto the seats a bit. She's looking down, not smiling, not sad, just...distant.

PANEL FIVE
She emerges from the theater, smiling and waving again.

PANEL SIX
Her limo pulls away from the curb.

PAGE SEVEN

PANEL ONE
Back in her bedroom, night, she's in the bathroom, getting ready for bed. The TV is on. It looks like a hospital drama.

PANEL TWO
Same as one; there's a commercial for new improved Flense! She's still in the bathroom, just a corner of her visible.

PANEL THREE
The repeat of the Spider-Man story comes on the TV.

PANEL FOUR
She's out again, this time in her lingerie, watching the story.

PANEL FIVE
Same as panel four.

PAGE EIGHT

PANEL ONE
She's getting into bed. On just the one side.

PANEL TWO
Lights are out. She's in bed. Sleeping on one side.

PANEL THREE
The alarm clock reads 11:30.

PANEL FOUR
On MJ, who is awake.

PANEL FIVE
The alarm clock reads 5:29.

PANEL SIX
On MJ, who is awake and looking at the other, unoccupied pillow. Missing Peter.

PAGE NINE

FULL PAGE
The New York Public Library, morning.

PAGE TEN

PANEL ONE
Aunt May in the reference area of the library, where they keep the microfiche files for magazine and newspaper archives. She's sitting at one of these microfiche booths.

PANEL TWO
Closer to find her looking at the screen, which is filled with newsprint we can't read, though from the banner we can tell it's the Daily Bugle.

PANEL THREE
Close on the Bugle headline.

1 TEXT: DAILY BUGLE
SPIDER-MAN: THREAT OR MENACE?

PANEL FOUR
On Aunt May's look of annoyance.

PANEL FIVE
Close on New York Herald headline.

2 TEXT: THE NEW YORK HERALD
SPIDER-MAN FRIGHTENS RESIDENTS

PANEL SIX
More annoyance from Aunt May

PAGE ELEVEN

PANEL ONE
Another headline, this time the Brooklyn Banner:

1 TEXT: BROOKLYN BANNER
SPIDER-MAN, MISUNDERSTOOD?

PANEL TWO
She looks a bit more mollified.

PANEL THREE
A sitting area in the library. May has a notepad in front of her and a cappuccino from Starhacks.
She's thinking.

PANEL FOUR
Same as panel three.

PANEL FIVE
The cup of coffee is in the trash, she's heading across the library.

PAGE TWELVE

PANEL ONE
A panel showing May in front of a typewriter on a table in the library.
She's looking off to —

PANEL TWO
Actually an extension of panel one showing the rest of the table taken up by computers.

PANEL THREE
May is behind one of the terminals, typing (too small to read)

1 TEXT:
TO: SUBSCRIPTIONSEDITOR@NEWYORKHERALD.COM
CC: Because of your

PANEL FOUR
CLOSE on the CRT, which reads —

2 TEXT:
TO: SUBSCRIPTIONEDITOR@THEDAILYBUGLE.COM
CC:

PANEL FIVE
Further down the screen

3 TEXT: Because of your one-sided coverage of Spider-Man I am canceling my subscription to the Bugle.

PAGE THIRTEEN

PANEL ONE
On the CRT which reads —

1 TEXT:
TO: SUBSCRIPTIONSEDITOR@NEWYORKHERALD.COM
CC: Because of your one-sided coverage of Spider-Man I am canceling my subscription to the Herald.

PANEL TWO
Looking back to May for a moment then

PANEL THREE
On the CRT which reads —

2 TEXT:
TO: SUBSCRIPTIONSEDITOR@BROOKLYNBANNER.COM
CC: Because of your even-handed coverage of Spider-Man I wish to subscribe to your fine publication.

PANEL FOUR
Aunt May leans back, smiling.

PANEL FIVE
She looks to the CRT booth next to hers.

PAGE FOURTEEN

PANEL ONE
A side angle of a teenager, looking furtively at the monitor. We see only what looks like a babe, barely dressed, under a website banner reading . . .

1 BANNER: LIVE NUDE CHEERLEADERS

PANEL TWO
May looks at the kid.

PANEL THREE
The kid looks at May with a silent "eep." Caught.

PANEL FOUR
The kid, chagrined and unhappy, is now looking at the image on-screen for a website entitled . . .

2 BANNER: PHYSICS THROUGH THE AGES.

PANEL FIVE
May, smiling, goes back to her typing.

PAGE FIFTEEN

PANELS ONE THROUGH FIVE
Each small panel a CRT screen with a different email address:

1 TEXT: TO THE LETTERMAN SHOW

2 TEXT: TO THE TONIGHT SHOW

3 TEXT: TO LARRY KING

4 TEXT: TO DAN RATHER

5 TEXT: TO OPRAH WINFREY

PANEL SIX
A long horizontal panel just showing the lines on the CRT.

2 TEXT: Have you ever considered doing a show about the lives of such super heroes as Spider-Man? I feel they are very misunderstood by the American people. I'm sure that beneath that mask there is a good person, a kind person, a good face, someone who may have been awkward as a child and always has to check the door before he goes out to make sure it's locked, but still a good and kind person who could profit from the exposure your fine program would provide to help set the record straight and see him for the decent, loving, occasionally vegetarian person he is.

PANEL SEVEN
A small panel as she hits SEND.

PAGE SIXTEEN

PANEL ONE
May's back in the sitting area with another cappuccino, looking at her notebook.

PANEL TWO
Noting check marks beside some of her to-do items.

DROP OFF LAUNDRY

CANCEL SUBSCRIPTIONS TO PAPERS THAT DON'T LIKE P.

TRY TO IMPROVE P'S IMAGE

PICK UP ZANTAC AND TUCKS

KEEP WORKING TO FORGIVE PETER

PANEL THREE
Closer on May as she looks at —

PANEL FOUR
Closer on the last line:

KEEP WORKING TO FORGIVE P.

PANEL FIVE
Hand touching face, she looks off into the distance.

PAGE SEVENTEEN

PANEL ONE
She's writing in the notebook.

PANEL TWO
She's penciled in LOTS OF between PICK UP and ZANTAC

PANEL THREE
As May exits the library and heads away down the street.

PAGE EIGHTEEN

FULL PAGE SPLASH
Spider-Man is swinging into a burning building where we see a young woman and her child clinging to a broken fire escape.

PAGE NINETEEN

PANEL ONE
Spider-Man is carrying the young woman and her child away from the structure.

PANEL TWO
He sets them down on the sidewalk as neighbors come on the run.

PANEL THREE
Spider-Man looks to the building as it collapses and the neighbors move off among themselves or to look on.

PANEL FOUR
Spider-Man starts away, but pauses at the sight of a TV on in the window of an electronics store.

PANEL FIVE
Closer on the TV, revealing Mary Jane at the premiere we saw earlier. Waving, happy.

PAGE TWENTY

PANEL ONE
On Spider-Man's face, unreadable.

PANEL TWO
Tighter still on the screen, where caught in the glare of flashbulbs, MJ looks totally happy.

PANEL THREE
We've pulled back enough to make out Spider-Man's reflection in the glass as he swings away from the store, MJ disappearing into the theater at the same time.

PANEL FOUR
Spider-Man swinging through the night skyline.

PANEL FIVE
Spider-Man entering Peter's apartment through the window, pulling off his mask.

PAGE TWENTY-ONE

PANEL ONE
His costume draped over a chair, steam rises from the bathroom.

PANEL TWO
Close on Peter in the shower, looking distant.

PANEL THREE
He's emerged from the shower, wearing one towel and using another to dry his hair.
PANEL FOUR
He's picked up a personal organizer.

PANEL FIVE
We see part of an entry in the phone number section:

MARY JANE, 310-271-9

PANEL SIX
Close on Peter, considering.

PANEL SEVEN
Flashback to the TV shot of MJ looking happy.

PAGE TWENTY-TWO

PANEL ONE
The organizer is closed now, back on the dresser, as Peter moves off to get dressed.

PANEL TWO
Peter dining across from May at the dinner table, both smiling. It's a sidelong angle, with May and Peter at either end of frame, a photo of MJ on the sideboard between them.

PANEL THREE
MJ, asleep in bed, as we first saw her, a photo of her and Peter visible on one of the dressers.

PANEL FOUR
Aunt May, back supported by several pillows, in bed, glasses on but asleep, a library book on her lap. She fell asleep reading, a lone side-table lamp on beside her. The book is THE PSYCHOLOGY OF SUPER HEROES, by Luthor Prang. On one side-table is a photo of her and Uncle Ben, on the other is the same shot of MJ and Peter.

PANEL FIVE
Peter, asleep in his bed, a magazine featuring photos of MJ on a nearby table or dresser. There's something on the dresser beside it.

PANEL SIX
Closer on the magazine, where we see MJ in full display, but part of the Spider-Man mask is covering her.

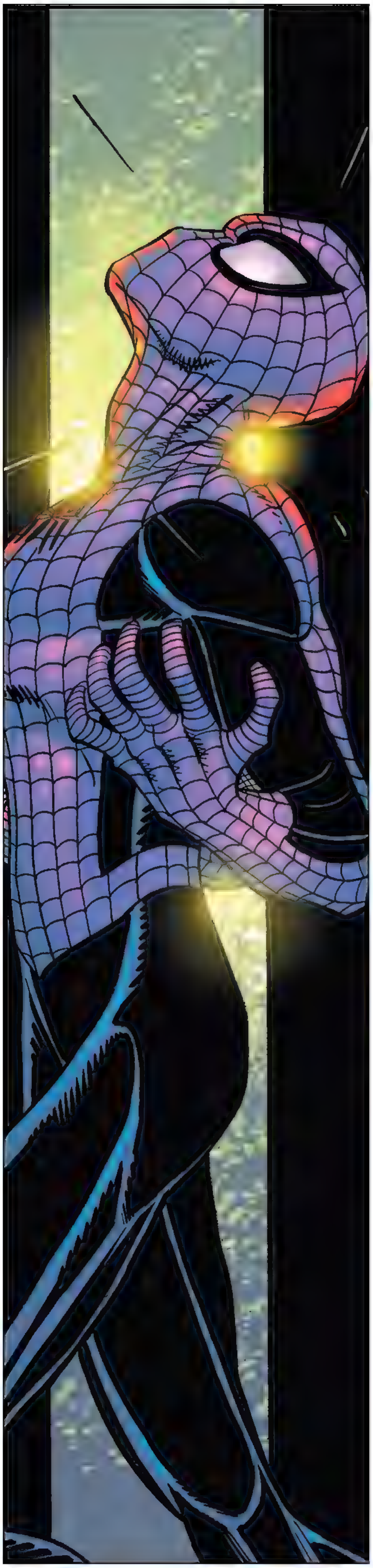
PANEL SEVEN
Close on the Spider-Man mask, filling the frame, caught in moonlight with cross-hatching from the window frame.

PANEL EIGHT
Just the eyes of the mask, filling frame.
-End-

Spider-Man: The Romita Legacy Lithograph
By John Romita Sr., John Romita Jr. & José Villarrubia
Courtesy of Dynamic Forces

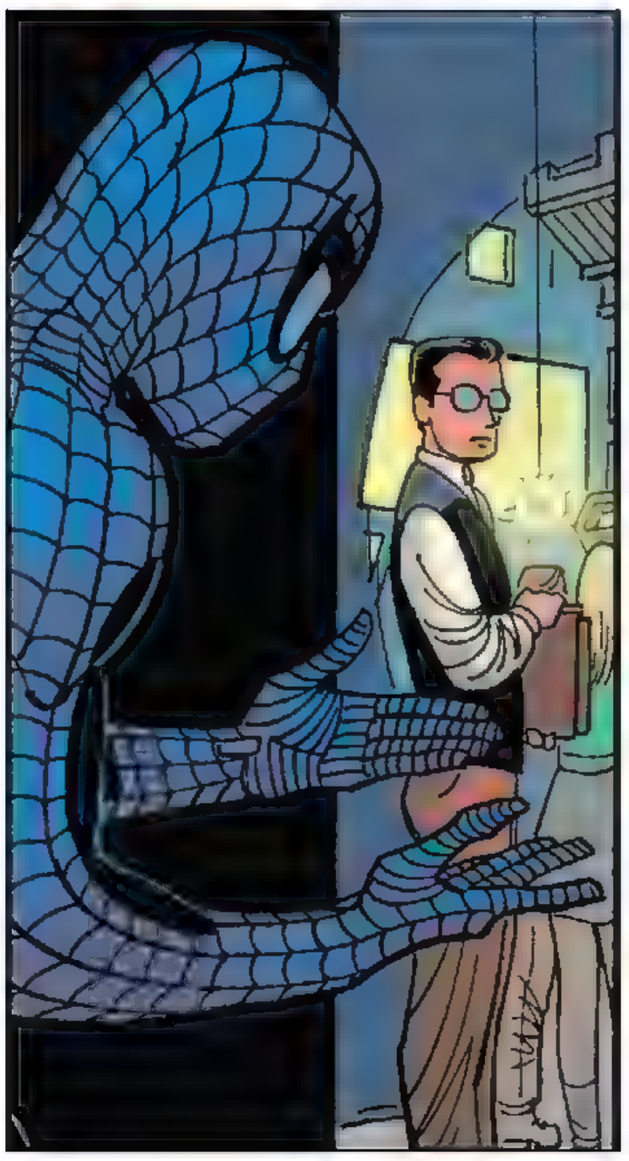
1. Spider-Man
2. Mary Jane Watson-Parker
3. Vulture
4. Hydro-Man
5. Mysterio
6. Jackal
7. Doctor Octopus
8. Green Goblin
9. Morlun
10. Chameleon
11. Morbius
12. Kraven the Hunter
13. Lizard
14. Venom
15. Scorpion
16. Prowler
17. Rhino
18. Electro
19. Sandman

1. Morbius
2. Molten Man
3. Vulture
4. Juggernaut
5. Scorpion
6. Venom
7. Kraven the Hunter
8. Punisher
9. Prowler
10. Ringmaster
11. Digger
12. Kingpin
13. Green Goblin
14. Morlun
15. Doctor Doom
16. Chameleon
17. Mendel Stromm
18. Spider-Slayer
19. Shathra
20. Doctor Octopus
21. Electro
22. Shocker
23. Carnage
24. Ox
25. Rhino
26. Beetle
27. Hobgoblin



In *Amazing Spider-Man #500,* Peter Parker relives some of his defining moments. Presented here are the original sequences alongside their counterparts from issue #500 and excerpts from J. Michael Straczynski's script.

AMAZING FANTASY #15



PANEL TWO
Past Spidey looking through the closet door, and we're back in the past again.

CAPTION
...nothing you can do.

SECOND CAPTION
Isn't there?

PANEL THREE
He sights his web-shooter through the crack in the open door.

CAPTION
I can stop it.

PANEL FOUR
The spider is just about to touch Peter's hand.

CAPTION
I can put my life back the way it was. Make my life mine again. Ben won't have to die because of me.

PANEL FIVE
We're looking down Spidey's arm the length of it as it leads us to his face.

CAPTION
But how many other people will die because I wasn't there to save them?

PANEL SIX
The spider is on the back of Peter's hand.

CAPTION
I can't--

PANEL SIX
Spider-Man's hand, extended, ready, trembling.

CAPTION
God help me...
I'm sorry, Ben--

PANEL SEVEN
A small panel as the spider sinks its teeth into Peter's hand.

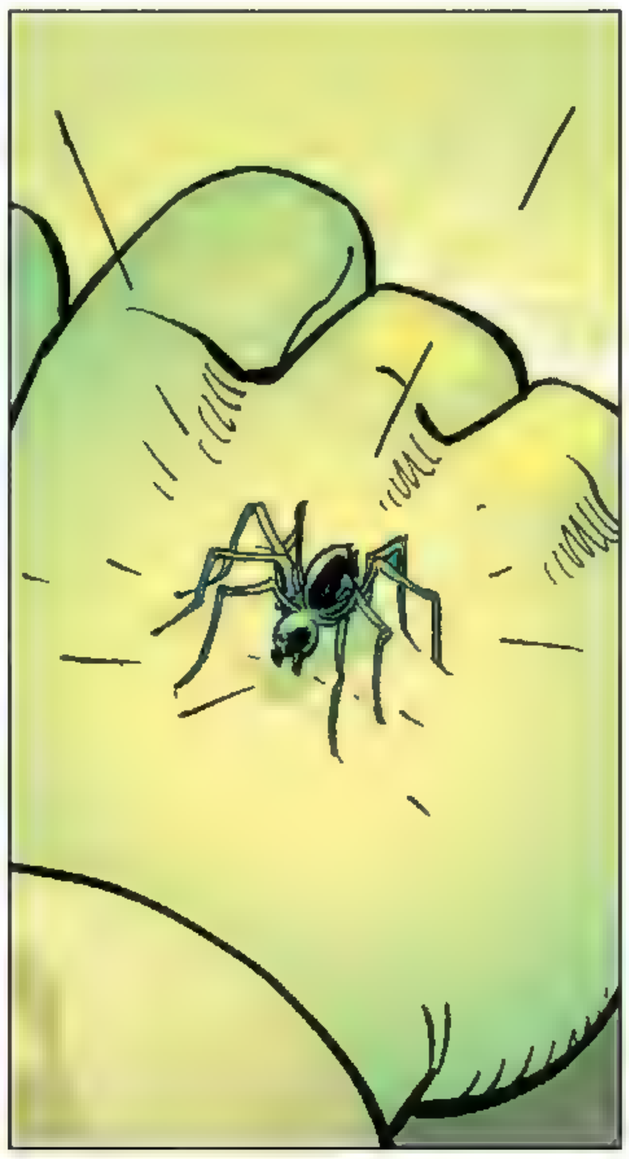
CAPTION
I can't, I can't, I can't
Ican'tIcan'tIcan'tI--

PAGE NINE
PANEL ONE

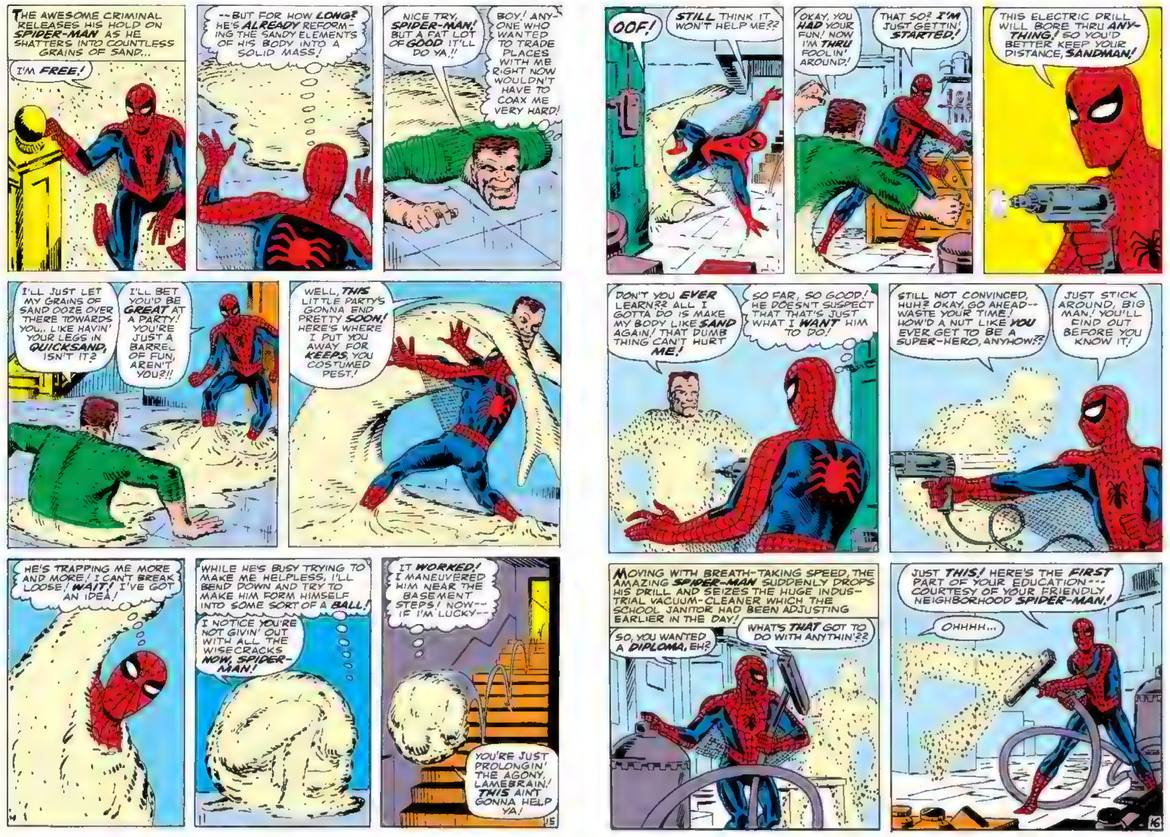
Taking up the left half of the page: Spidey in the utility closet, in anguish over his decision as in--

PANEL TWO
--young Peter is holding up his hand, the spider's teeth digging in, in great pain. Their dialogue balloons **MERGE INTO ONE CRY OF ANGUISH.**

BOTH OF THEM
aaaaggggggghhhhhhhh!



AMAZING SPIDER-MAN #4



PAGE TWELVE
PANEL ONE
Another thin, black strip with:

VOICE BALLOON
Get up...get up, ya creep....

PANEL TWO
Close enough on Spidey to see that he's on his hands and knees, little flashy-star-thingies around his head. He's just been hit, and hit hard.

SPIDER-MAN
Who...

VOICE BALLOON (O.S.)
Don't tell me you're gonna give up **THAT** easy...one hit and you're out....

(second)
Even if it IS one hit from --

PANEL THREE
From behind Peter as he's getting up to face the Sandman in his prime. (This is their first battle in the basement of Peter's school, but it can be moved elsewhere if need be. Axel, can you get JR any reference he might need on this? I think it's ASM 4, but I'm not sure.) His fists are in piledriver mode.

THE SANDMAN
-- the Sandman!

SPIDER-MAN
(small font) ...oboy....

PANEL FOUR
The Sandman lashes out, slamming a sandy-pillar into the wall as Spider-Man barely leaps out of the way in time to avoid it.

SPIDER-MAN
Whoa!

THE SANDMAN
Go ahead and run, ya coward...you gotta stop sooner or later, and then --

PANEL FIVE
Spidey momenterily alights on one of the walls.

SPIDER-MAN
Wow, Yogi Berra was right, it's deja vu all over again.

(second)
Same high school.

(third)
Same lame outfit.

(fourth)
Same stupid --

PAGE THIRTEEN
PANEL ONE
Spidey takes a hard one to the side of his face.

SPIDER-MAN
Ungh!

THE SANDMAN (O.S.)
Talk your way outta **THIS** one.

CAPTION
That hurt. Bad.

PANEL TWO
Spidey is turning toward us, attitude serious now.

CAPTION
And I understand: I'm not just visiting, I'm here, reliving it in the moment, and I can be hurt, or killed, and if that happens --

(second)
I just have to make sure it doesn't.

PANEL THREE
Spidey **LEAPS** over Sandman.

CAPTION
I just wish I wasn't so tired. I'm exhausted... don't even know how long I've been at this....

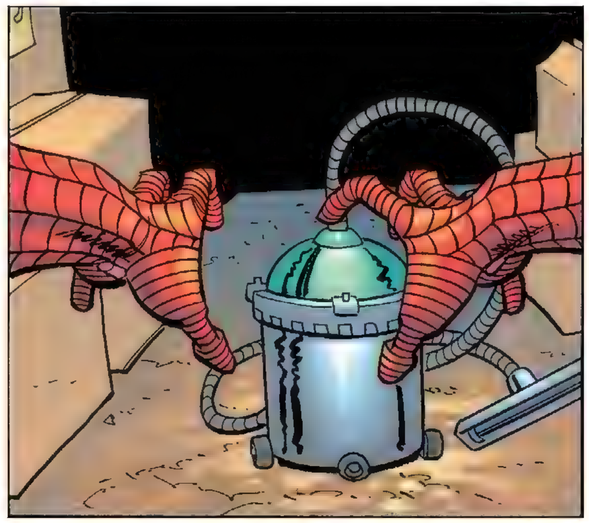
(second)
It feels like years.

(third)
And maybe it has been.

SPIDER-MAN
Sorry, coming through, gangway, third floor, ladies undergarments, barbed wire and household utilities.

THE SANDMAN
Hey!

PAGE FOURTEEN
PANEL ONE
His POV looking out between his hands as he heads for a vacuum cleaner.



PANEL THREE
His hands are still in exactly the same position, but now instead of looking down the line at the vacuum cleaner, he's looking right at the Vulture, coming at him from midair, both high above the city.

VULTURE
DIE, SPIDER-MAN! DIE!

PANEL FOUR
The Vulture slams into him, hard.

SPIDER-MAN
Oooooooof!

PAGE FIFTEEN

PANEL ONE
A big panel, the two fighting in midair, the Vulture clutching at his throat, choking him. (See ASM #2 for any reference needed.)

VULTURE
I'll teach you to spy on me!

SPIDER-MAN
--kkkkkkkkkrrrrrrrr--

CAPTION
Can't breathe, can't --

PANEL TWO
He HURLS Spidey aside, thousands of feet above the city.

VULTURE
Nothing for you to web onto up here, Spider-Man! And I'm the only one with wings!

PAGE SIXTEEN

PANEL ONE
Spidey is falling through space toward a water tower below.

VULTURE (O.S.)
Say hello to gravity for me!

PANEL TWO
Spidey CRASHES through the top of the water tower --

SPIDER-MAN
Owmph!

PANEL THREE
-- splashing into the water inside.

CAPTION
Starting to black out...can't black out, I'll drown, can't --

TELEPATHIC VOICE
Follow my voice.

PANEL FOUR
As Spidey's head comes above the waterline, gasping for air.

SPIDER-MAN
Huuuuccccckkkkkkkkk!

PANEL FIVE
He's in darkness, half in water, trying to steady himself.

CAPTION
Can barely move my arms... just got to slow down for a second... catch my breath....

VOICE BALLOON (O.S.)
Sssssssssssssss....

AMAZING SPIDER-MAN #2

PANEL SIX
A small panel on Spidey's face as he turns.

CAPTION
Sssssssss?

PAGE SEVENTEEN
As Spidey turns to face Dr. Connors in full lizard mode, partly in his doctor's coat. We're in a Florida swamp, as per ASM #6.

SPIDER-MAN
Dr. Connors? Dr. Connors, Curtis, it's me, it's --

LIZARD
SSSSSSSHHHHHHHHHHHHHHHAAAAAAAAA!

PANEL TWO
The Lizard SLASHES through the air with his tail, smashing a tree, CRASH! Spidey barely gets out of the way in time.

SPIDER-MAN
Never mind. I forgot, we haven't been formally introduced yet. That happens in about half an hour.

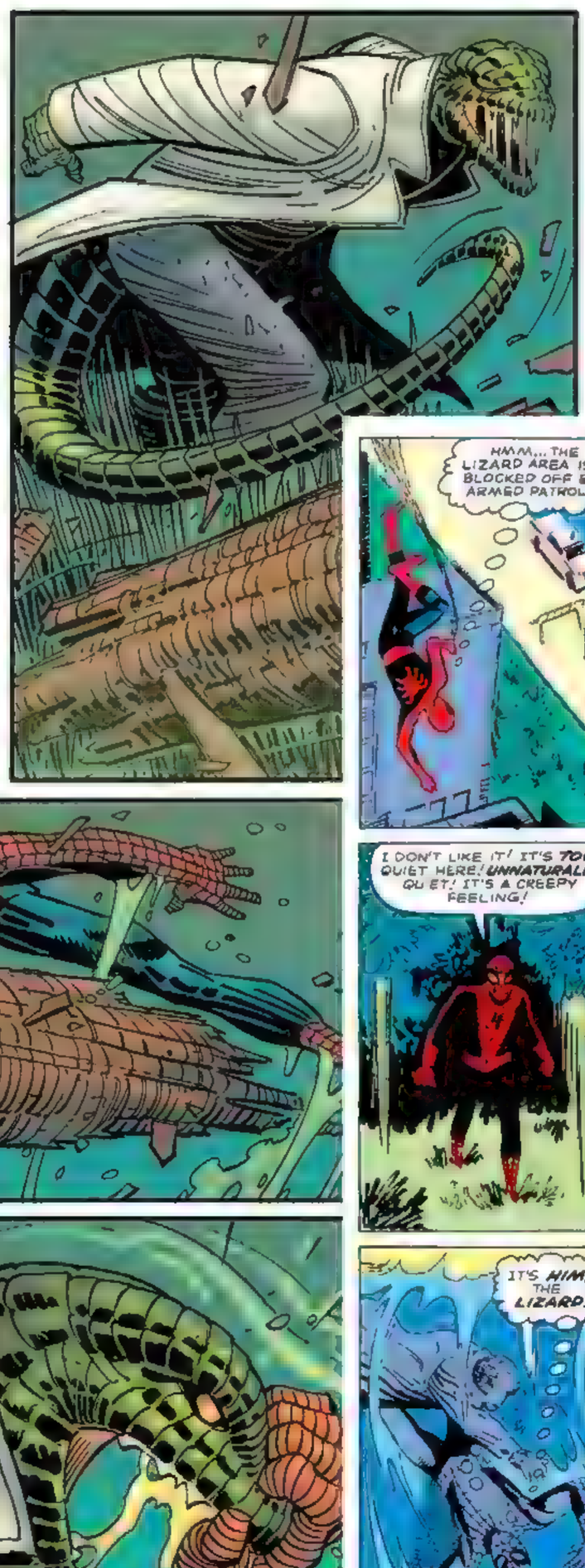
LIZARD
SSSSSSSSSSAAAAAAAAAAAAA!

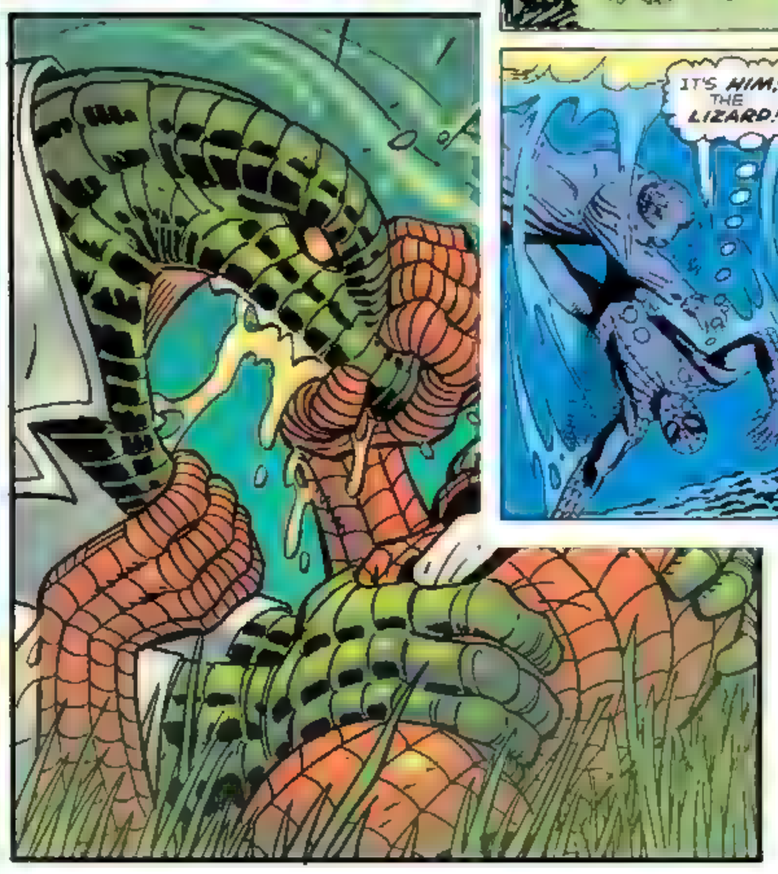
SPIDER-MAN
Yeah, I missed you too, sunshine.

PANEL THREE
The Lizard clips Spidey across the head.

SPIDER-MAN
Unnnnnnhhhhh....

CAPTION
He's fast... I'd almost forgotten how fast...and I'm slow, tired, reflexes are off --





PANEL FOUR
Spidey is on the ground, holding back the Lizard who is baring his teeth inches from Spidey's throat.

CAPTION
-- but I can't let that matter, not now... have to keep going --

SPIDER-MAN
Nothing personal, doc...but we're not...that...

PAGE EIGHTEEN
PANEL ONE
As Spidey KICKS the lizard away from him.

SPIDER-MAN
-- CLOSE!

PANEL TWO
The Lizard slams into a tree, CRASH!, but --

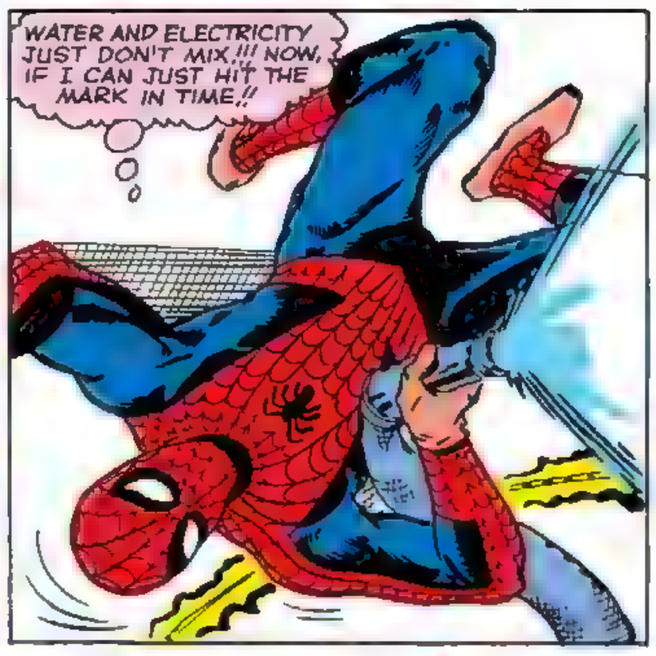
PANEL THREE
-- his tail whips around, FWIPPPPP!

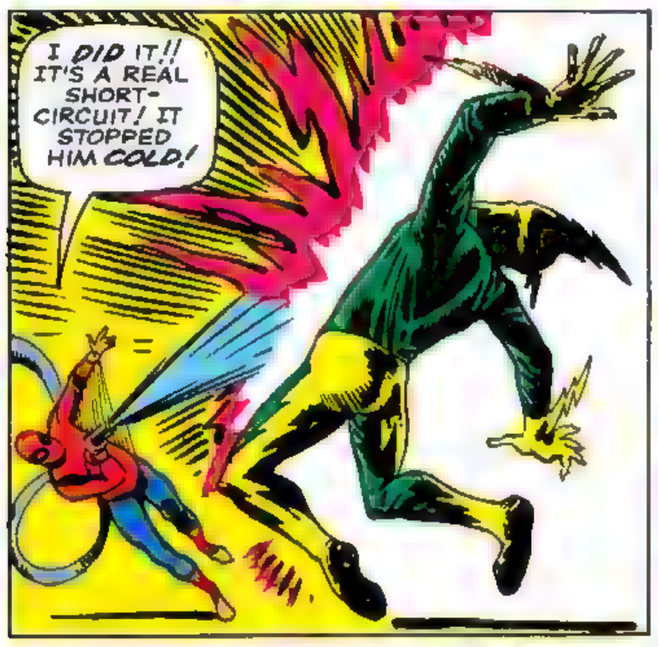
PANEL FOUR
And it SLAMS into Spidey, sending him into the air.

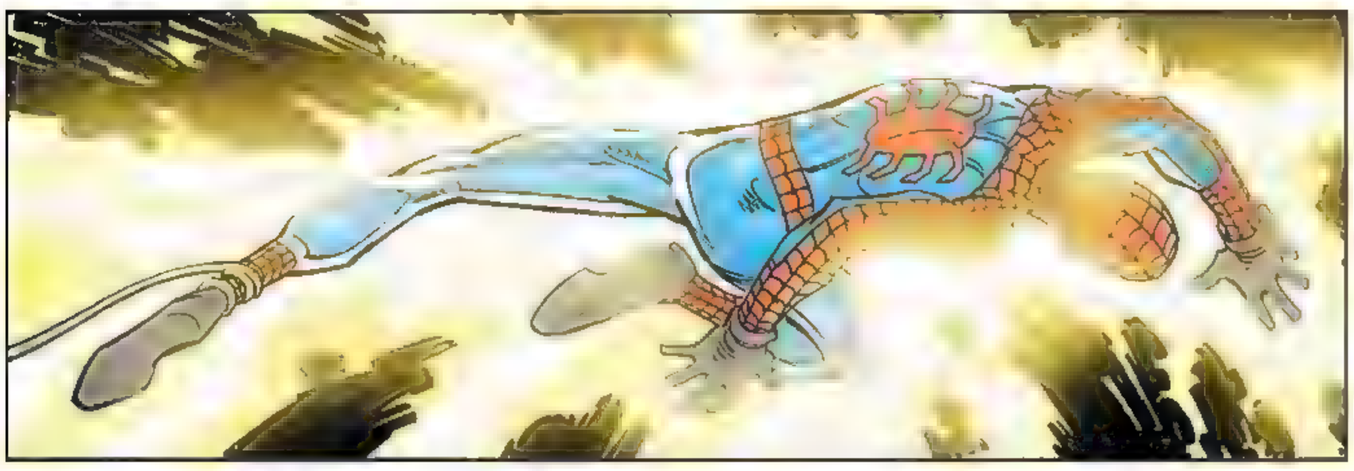
SPIDER-MAN
Aaaaahhhh!

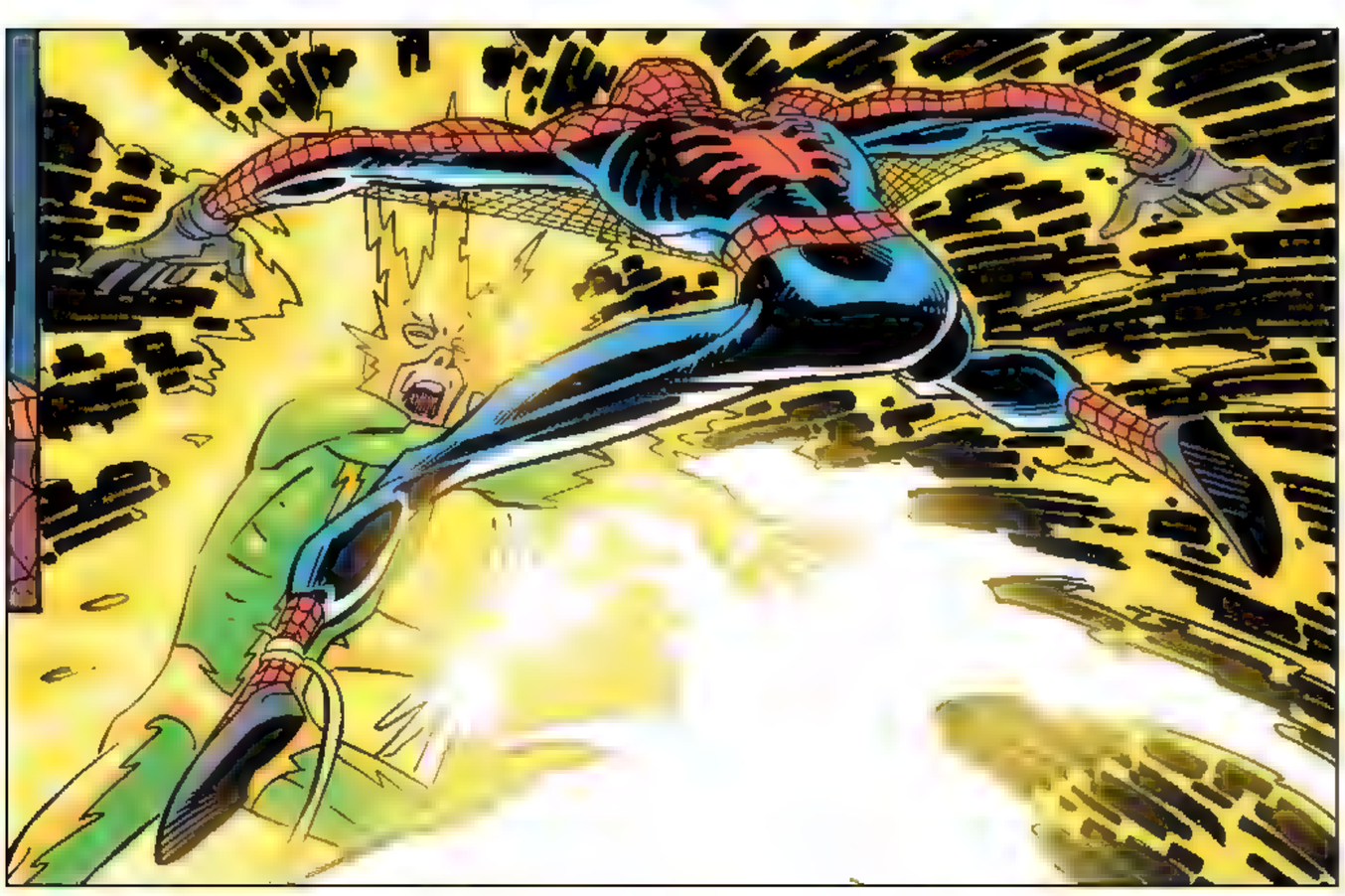
AMAZING SPIDER-MAN #6

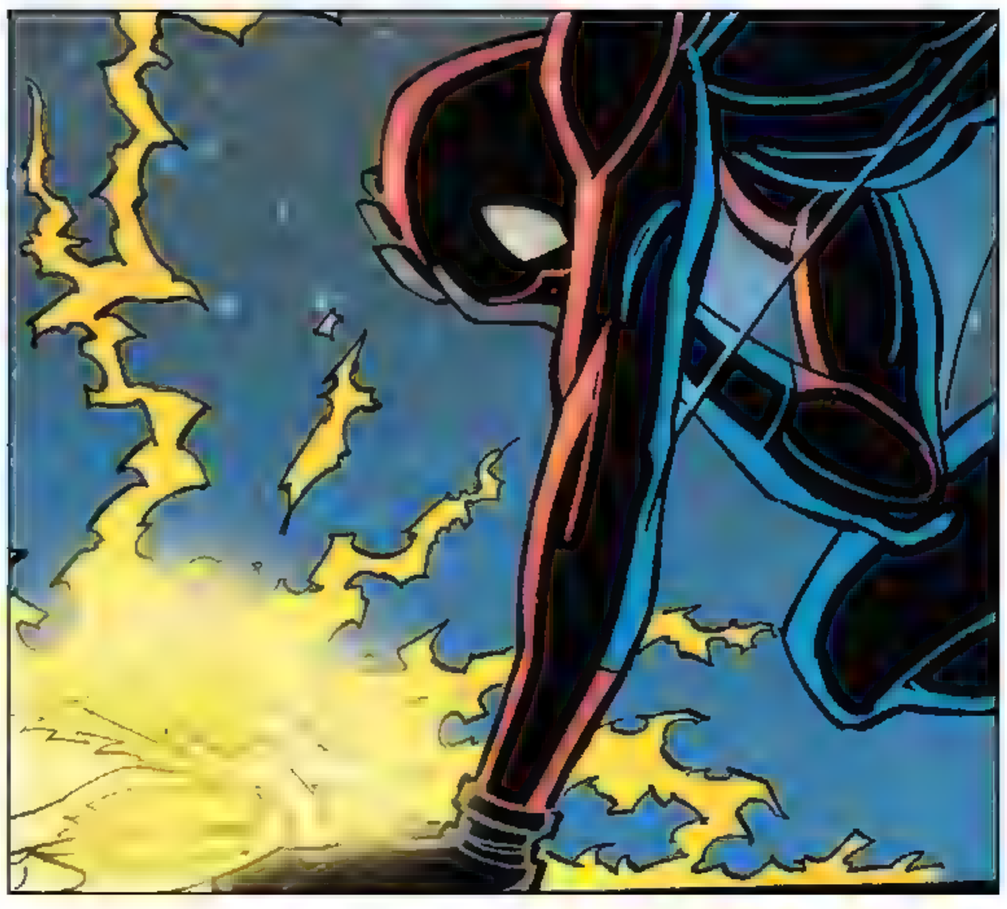
AMAZING SPIDER-MAN #9











PAGE NINETEEN

PANEL ONE
Spidey is in midair as he's HIT by an electrical SHOCK from O.S. (Note: he has rubber gloves and boots on, and this is taking place around a detention center, as per ASM #9.)

VOICE BALLOON (O.S.)
Didn't see THAT one coming, did you? How...SHOCKing.

PANEL TWO
Spidey, on one knee, looks to Electro moving in on him.

ELECTRO
Not the first time you've been blindsided, I'd imagine.

(second)
But it will be the last, courtesy of Electro.

CAPTION
As he comes toward me, and the air fills with the smell of ozone, two things occur to me.

(second)
First, why do these guys always refer to themselves in the third person?

PANEL THREE
Spidey is getting ready to fight back.

CAPTION
Second...I remember that on my way here I picked up rubber gloves.

PANEL FOUR
A big panel as Spidey launches himself at Electro, going at him hard.

SPIDER-MAN
SO LET'S DO IT!

PAGE TWENTY
PANEL ONE

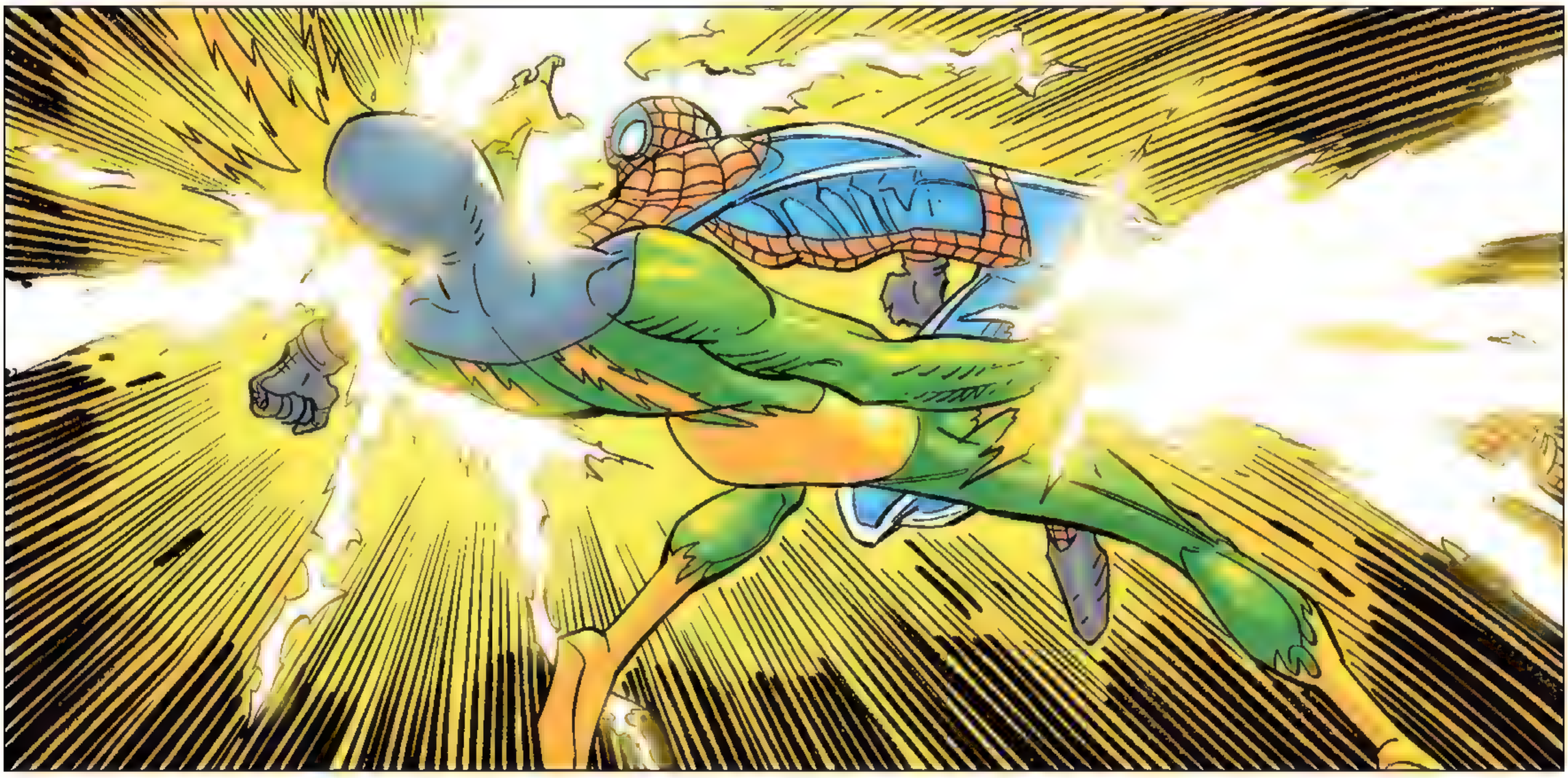
A downshot to JJJ, who was there at the scene. He's pulling something out of a coat pocket, the scene lit by flashes of electricity.

PANEL TWO
His POV to the photo he has in his hand of Spidey changing into what looks like an Electro costume. More zaps O.S.

JJJ
Huh...

PANEL THREE
A dramatic upshot past JJJ to the fight as he tears up the photo.

JJJ
...guess they're not the same guy after all. Stupid Parker...



PANEL FOUR
As Spidey catches Electro good across the chin, taking him out.

CAPTION
...can't rely on him to do anything right.

ELECTRO
Ungggghhh!

PANEL FIVE
Electro is on the ground, unconscious, Peter on his knees nearby, exhausted, running on fumes.

SPIDER-MAN
Hunh...hunh...hunh...just five minutes rest... just give me five --

EVEN SPIDER-MAN CAN BE STOPPED BY A BULLET!! I'LL... OHHH!!

BETTY! BENNETT! STAY BACK! KEEP UNDER COVER UNTIL I GET HIS GUN AWAY!

THOSE SHOTS! THEY'RE GOING WILD! MIGHT HIT BETTY! LOOK OUT, BETTY...GET BEHIND ME!

NO, BENNETT! YOU'RE GETTING IN THE LINE OF FIRE! STAY BACK! I'M ALL RIGHT!

SPIDER-MAN! STOP STRUGGLING WITH HIM!! THOSE SHOTS WILL HIT... BENNETT! B-BENNETT... SPEAK TO ME!!

UGH!!

HE'S BEEN SHOT!! B-BECAUSE HE TRIED TO HELP ME! OH BENNETT!!

I TOLD HIM TO STAY BACK UNTIL I GOT BLACKIE'S GUN!! WHY DIDN'T HE LISTEN?

IT..IT'S BETTER THIS WAY...I WAS.. NO GOOD...TO ANYONE!! MAYBE NOW... YOU CAN WASH YOUR HANDS ...OF ALL THIS..

IT'S YOUR FAULT!! IF YOU HADN'T INTERFERED..IF YOU HADN'T TRIED TO BE A HERO...IT MIGHT NOT HAVE HAPPENED!! I HATE YOU, DO YOU HEAR... I HATE YOU!!

YOU DON'T KNOW WHAT YOU'RE SAYING! STOP IT, GIRL!! YOU MUSTN'T...YOU CAN'T MEAN IT!!

IF ONLY PETER WERE HERE! HE'S THE ONLY ONE I CAN TURN TO... BUT, IT'S TOO LATE! EVERY-THING'S TOO LATE...AND BENNETT IS DEAD... BECAUSE OF SPIDER-MAN!!

SHE REALLY THINKS I'M RESPONSIBLE FOR HER BROTHER'S DEATH!! HOW CAN I EVER CONVINCE HER SHE'S WRONG?!!

BUT THERE'S NO TIME FOR THAT NOW! BLACKIE'S ESCAPING.. AND DR. OCTOPUS IS STILL AT LARGE! I'VE GOT TO MOVE!!

HIS HEART FILLED WITH A BURNING RAGE, A VENGE-FUL SPIDER-MAN GOES AFTER BLACKIE GAXTON!

I'LL GET YOU, GAXTON! THERE'S NO PLACE ON EARTH YOU CAN RUN TO NOW!!

BLAST YOU!! YOU'VE RUINED EVERYTHING... BUT I'M NOT FINISHED YET!!

PANEL TWO
He's turned to see Betty Brant holding the body of her brother, Bennet Brant (per ASM #11). They're on board a ship, and we can just get a glimpse of Doc Ock getting away in BG.

BETTY
Bennet? BENNET!

SPIDER-MAN
Betty...?

BETTY
He's been shot! He's...

(second, smaller)
...he's dead...

PANEL THREE
She clutches the body tearfully as Spidey approaches.

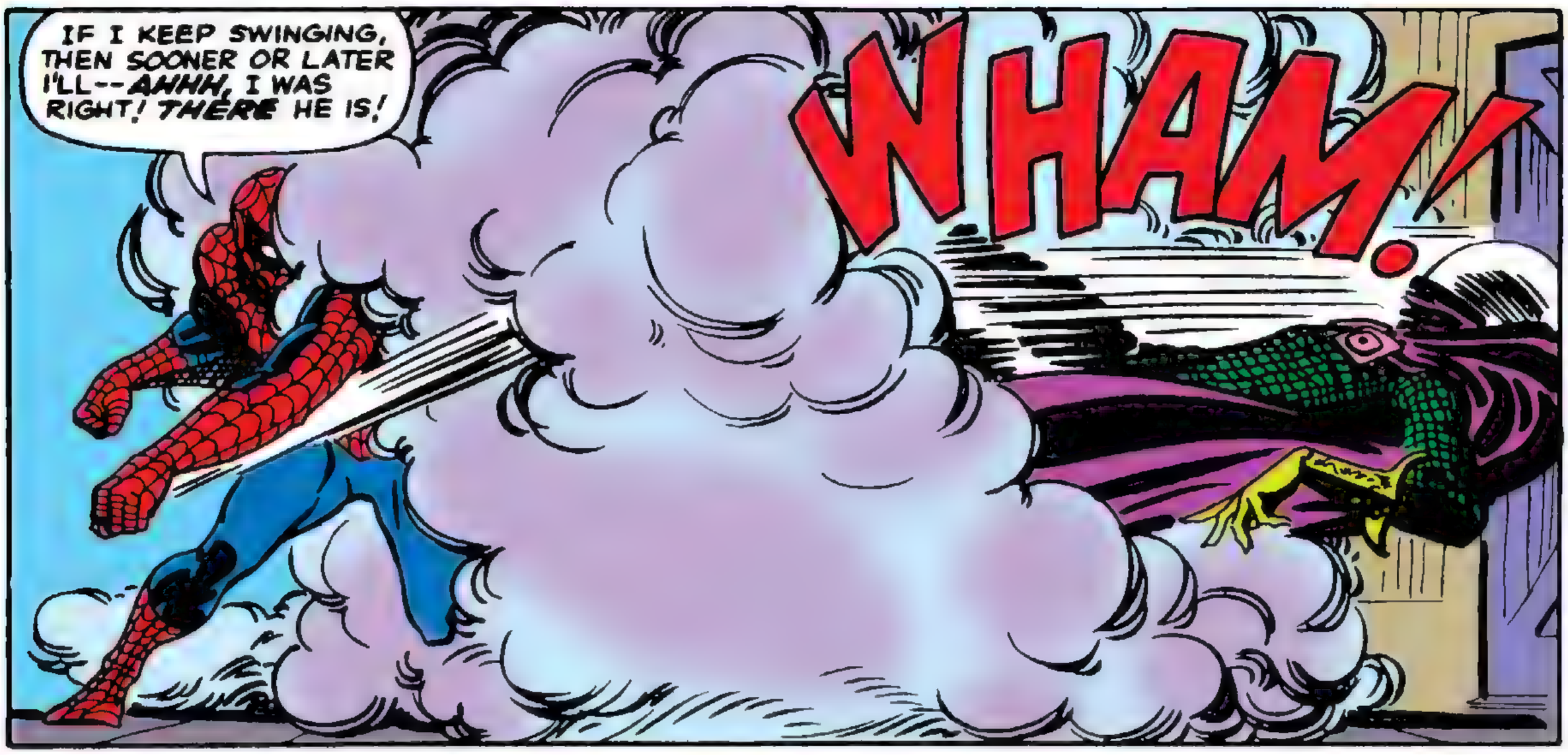
SPIDER-MAN
Betty...listen to me, there was nothing anybody could do... it was a stray bullet, it --

PANEL FOUR
She turns and SLAPS him.

BETTY
DON'T YOU TALK TO ME! IT'S YOUR FAULT MY BROTHER'S DEAD!

SPIDER-MAN
Betty --

BETTY
YOUR FAULT!



PAGE TWENTY-TWO
PANEL ONE
A big panel as Spidey faces Mysterio. They're facing off on a science fiction movie set as per ASM #12.

MYSTERIO
In the world according to Mysterio, NOTHING is as it seems to be.

PANEL TWO
On Spidey, looking as tired, pissed, chagrined and annoyed as the mask can convey.

PANEL THREE
Same as two, except:

SPIDER-MAN
Okay, look, tell you what...this is where you tell me how you used tricks to imitate my powers, your plans for my humiliation and death, yadda yadda yadda, kill kill kill...

(second)
So since you're gonna yammer on for a while, how about I pull up a chair for a few and catch my breath so you can --

PANEL FOUR
Same angle on Spidey, but the background has changed to a cave. He's alarmed by what he sees that we don't.

SPIDER-MAN
...ohcrud...

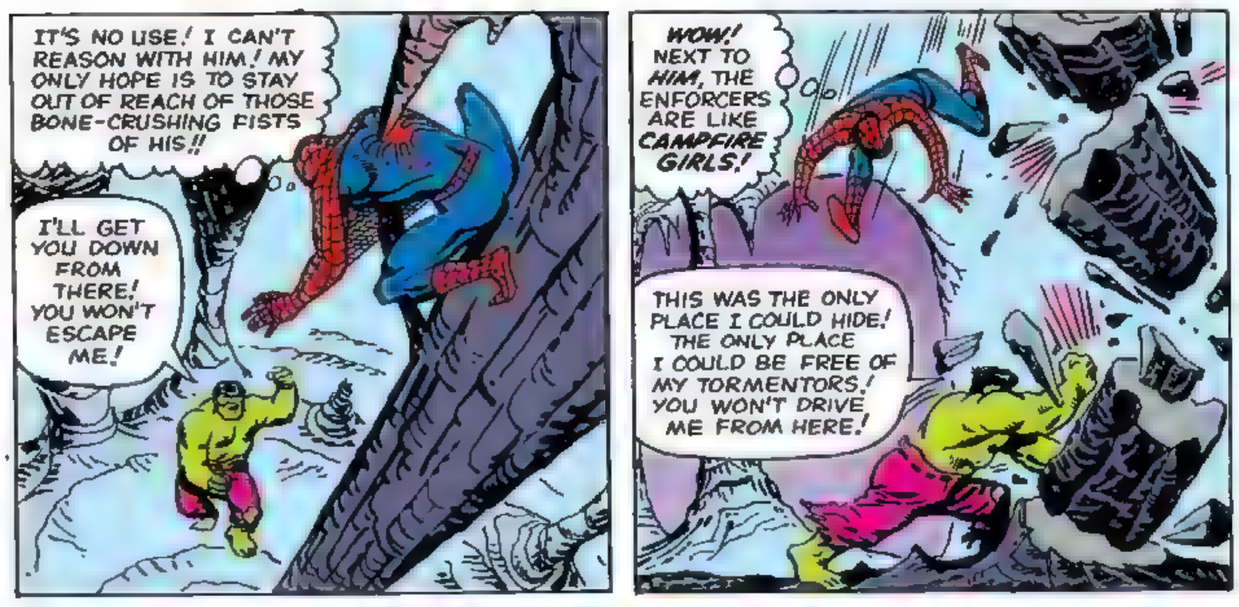
HULK (O.S.)
HULK SMASH SPIDER!

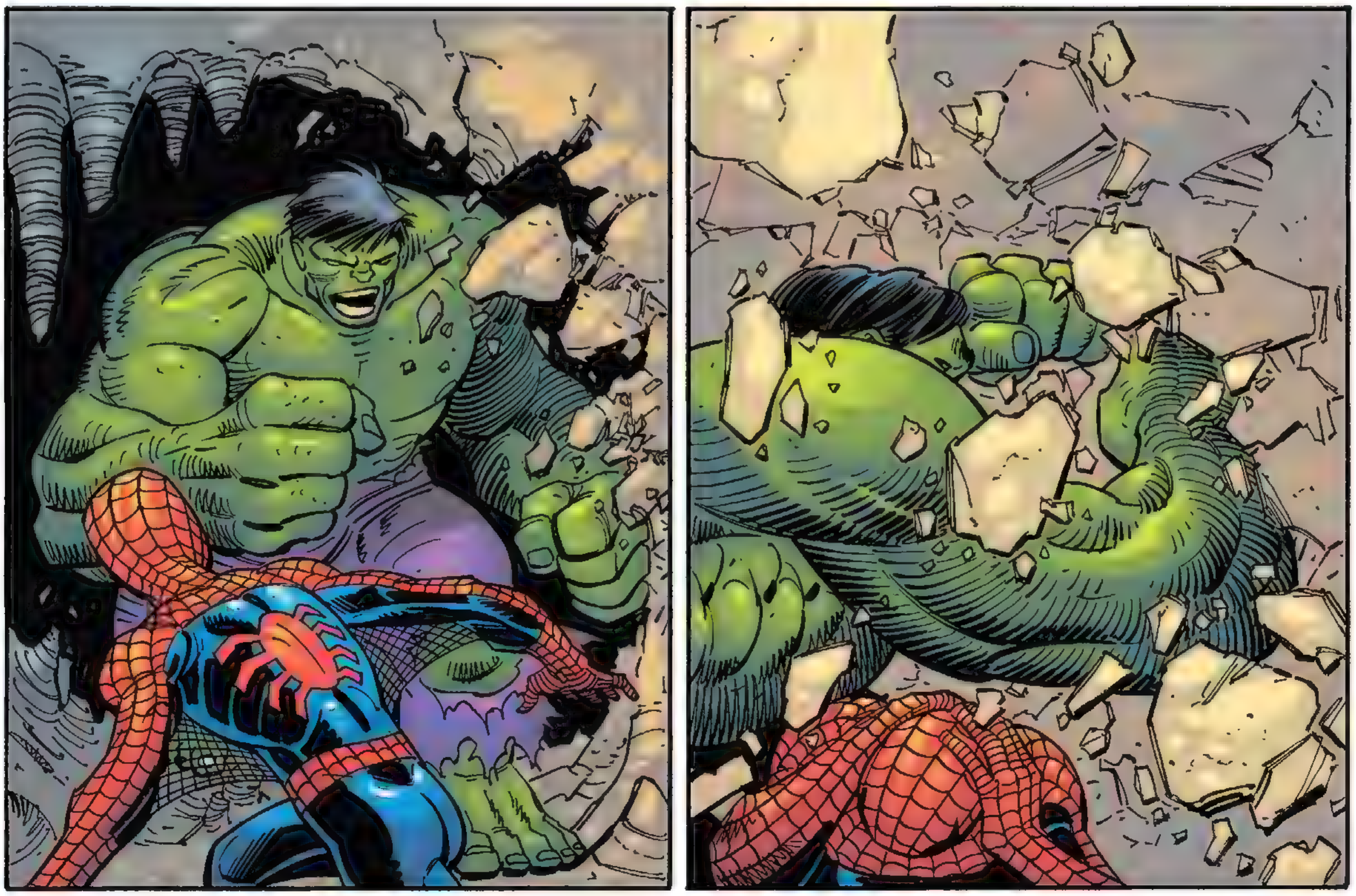
PANEL FIVE
A green FIST smashes into the cave wall where Spidey's head was a second earlier. WHAMMMMMMM!

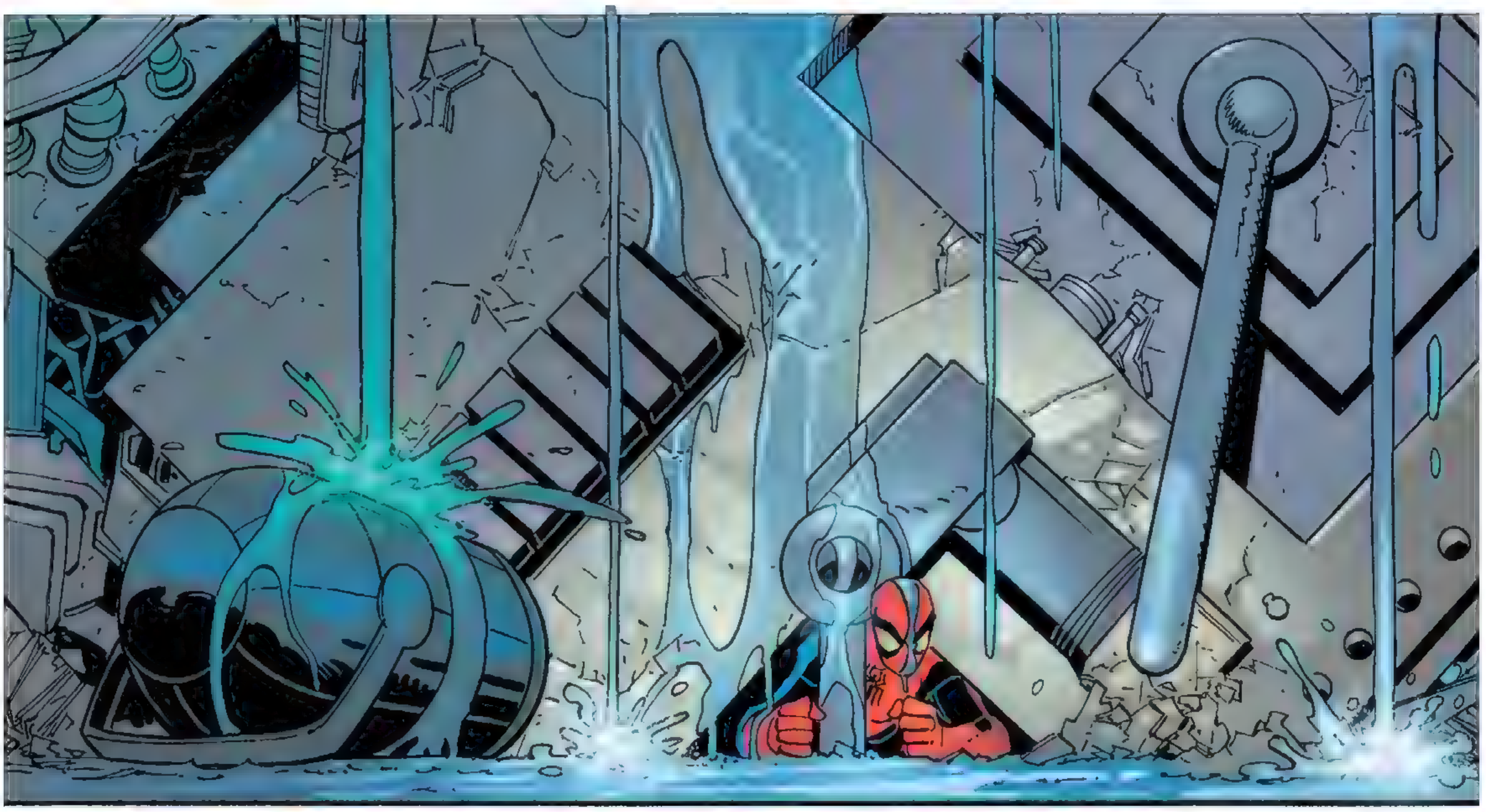
PAGE TWENTY-THREE
PANEL ONE
Spidey is facing off in close quarters with the Hulk (all this as per ASM 14).

SPIDER-MAN
Look, Hulk, buddy, pal, big-green-psycho-gamma-guy... I'm on your side, this isn't --

HULK
HULK SMASH!







PANEL SIX
Close on his face as water trickles down his mask, and he realizes where he is.

CAPTION
No...

(second)
Dear god, no...

PAGE TWENTY-FOUR
PANEL ONE
The classic panel from ASM #33 where Spidey is trapped beneath a massive metal structure, metal vial of May's medicine in hand, water running down the structure toward him.

CAPTION
It's ISO-36, the serum Aunt May needs right now or she'll die. I was barely able to move this before, but now, in this condition...

PANEL TWO
He begins to push for all he's worth.

CAPTION
No. I can't let it happen. This isn't a dream, or a memory. I'm HERE, in the moment, and if I fail, she dies. I won't allow it.

(second)
I won't.

PANEL THREE
He pushes for all he's worth. The strain is enormous, but mainly play the massiveness and solidity of the object he's under.

CAPTION
Come on, Peter...come on...you can do this... you did it before...move, damn you...move...

PANEL FOUR
Same as three, the thing ain't moving.

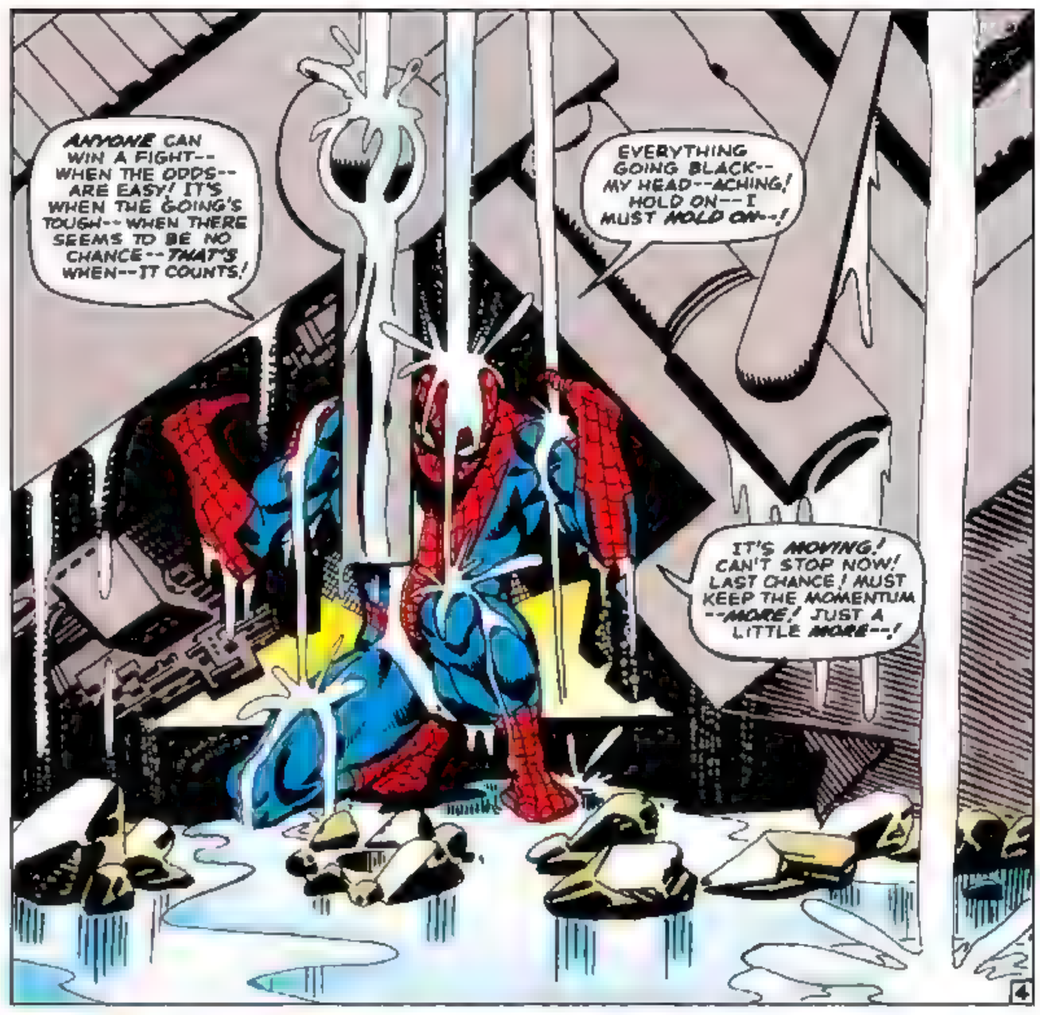
CAPTION
...this is when it counts...when there's no chance...you can't give up... that's all...

PANEL FIVE
Tight on his face.

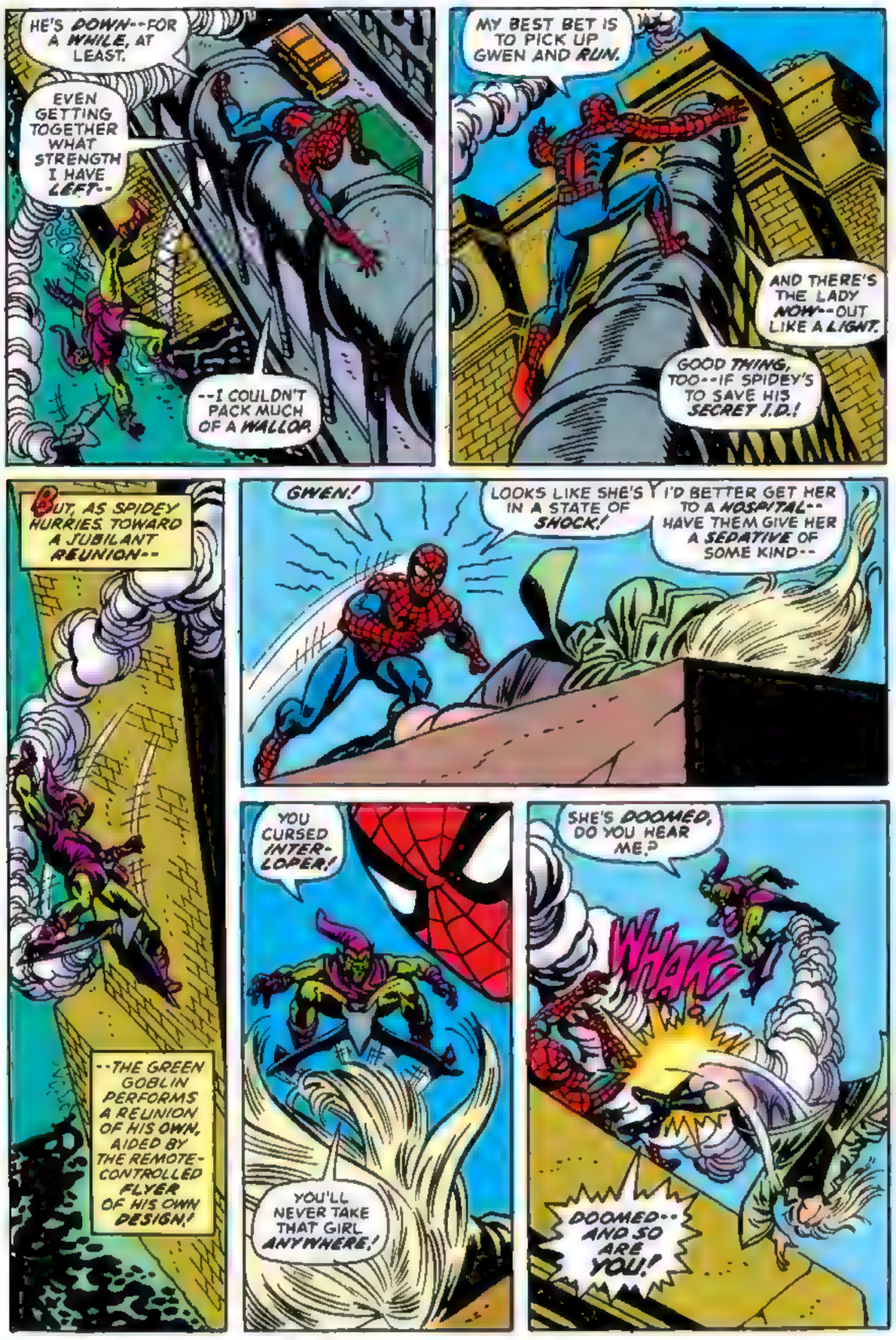
CAPTION
Can't...give...

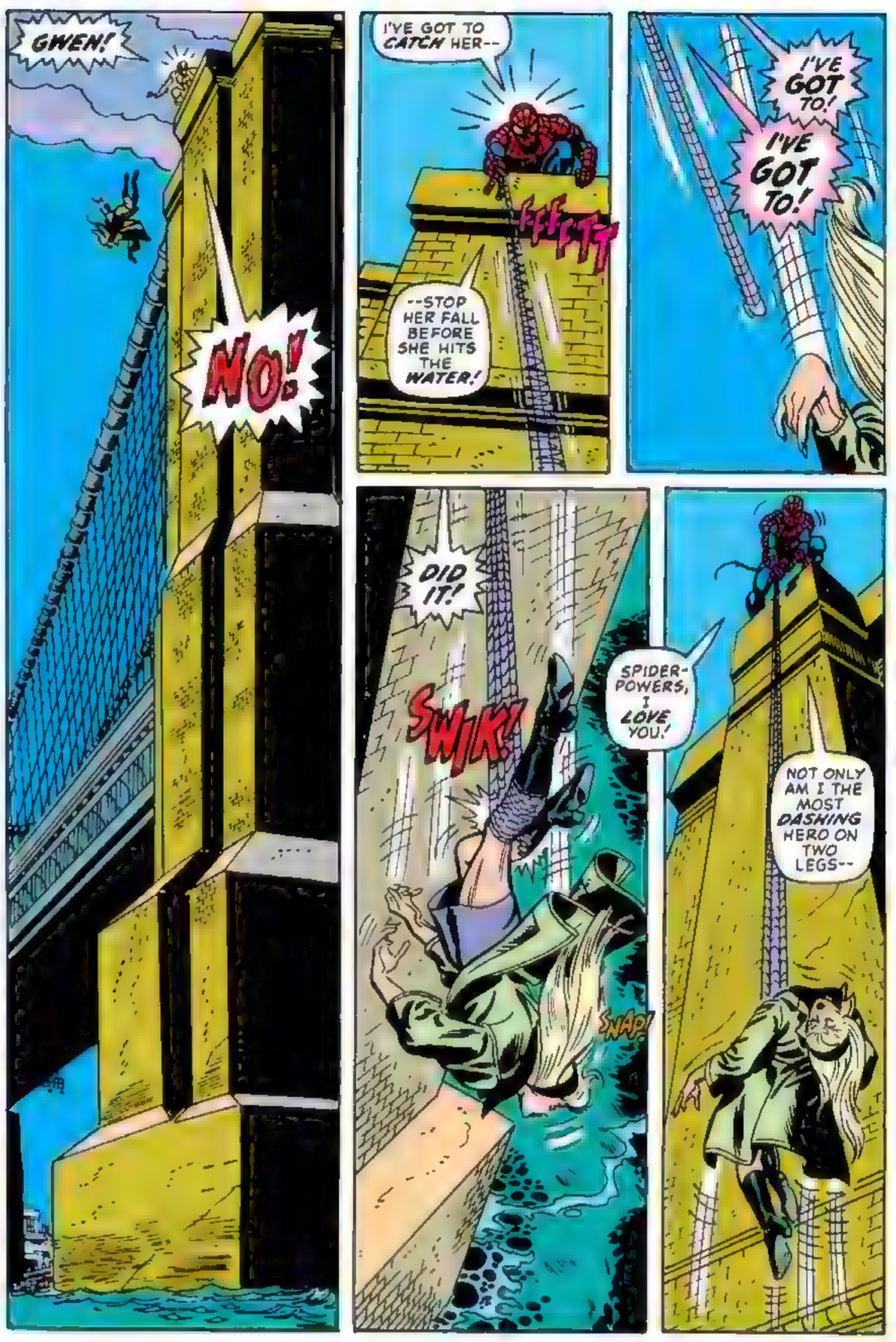
PAGE TWENTY-FIVE
PANEL ONE
A big panel as he hefts it up and over.

CAPTION
...UP!



AMAZING SPIDER-MAN #121





PANEL TWO
He's turned, in a similar position, but now he's on the Brooklyn Bridge.

VOICE BALLOON
Help!

SPIDER-MAN
That voice! No, it --

PANEL THREE
Wider to reveal the Green Goblin swooping overhead, Gwen Stacy terrified nearby.

SPIDER-MAN
Gwen...GWEN!

PANEL FOUR
He leaps for her.

CAPTION
I was just a second too late... let me have that one second, god, please, just let me have that one --

PANEL FIVE
The Goblin knocks Gwen aside before Spidey can reach her.

GWEN
Hellllllllllp!

GOBLIN
Ha-HAAAAAAAAA-ha-ha-HAAAAAAA!

SPIDER-MAN
NO!

PAGE TWENTY-SIX
PANEL ONE
He shoots a web-line to her.

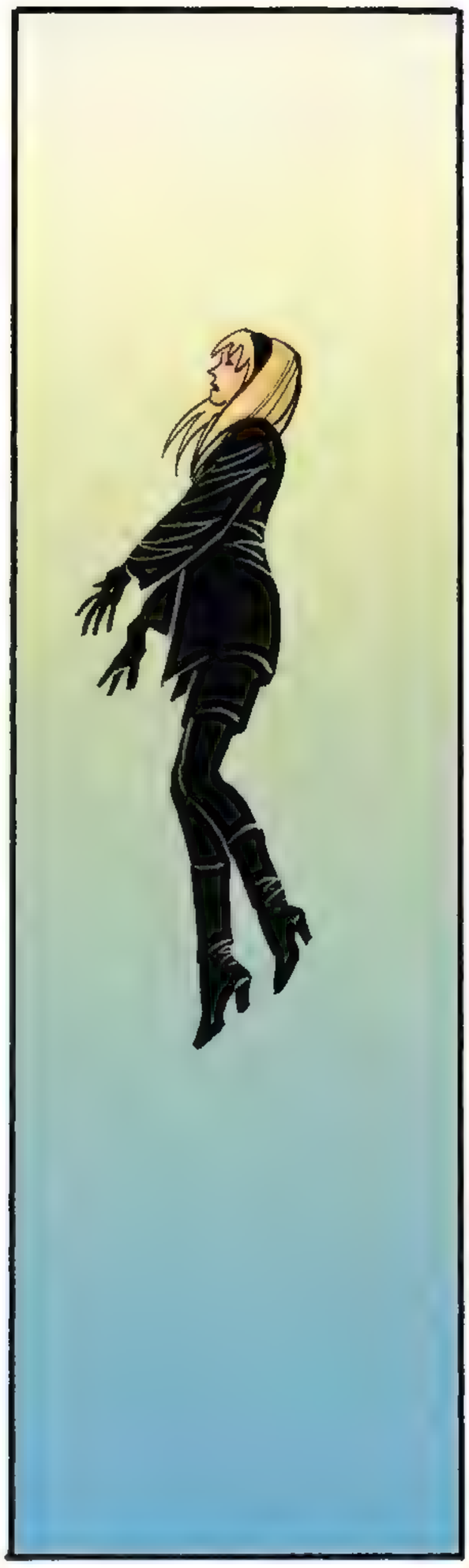
SPIDER-MAN
I'll shoot straighter this time, I can save her this time, I can --

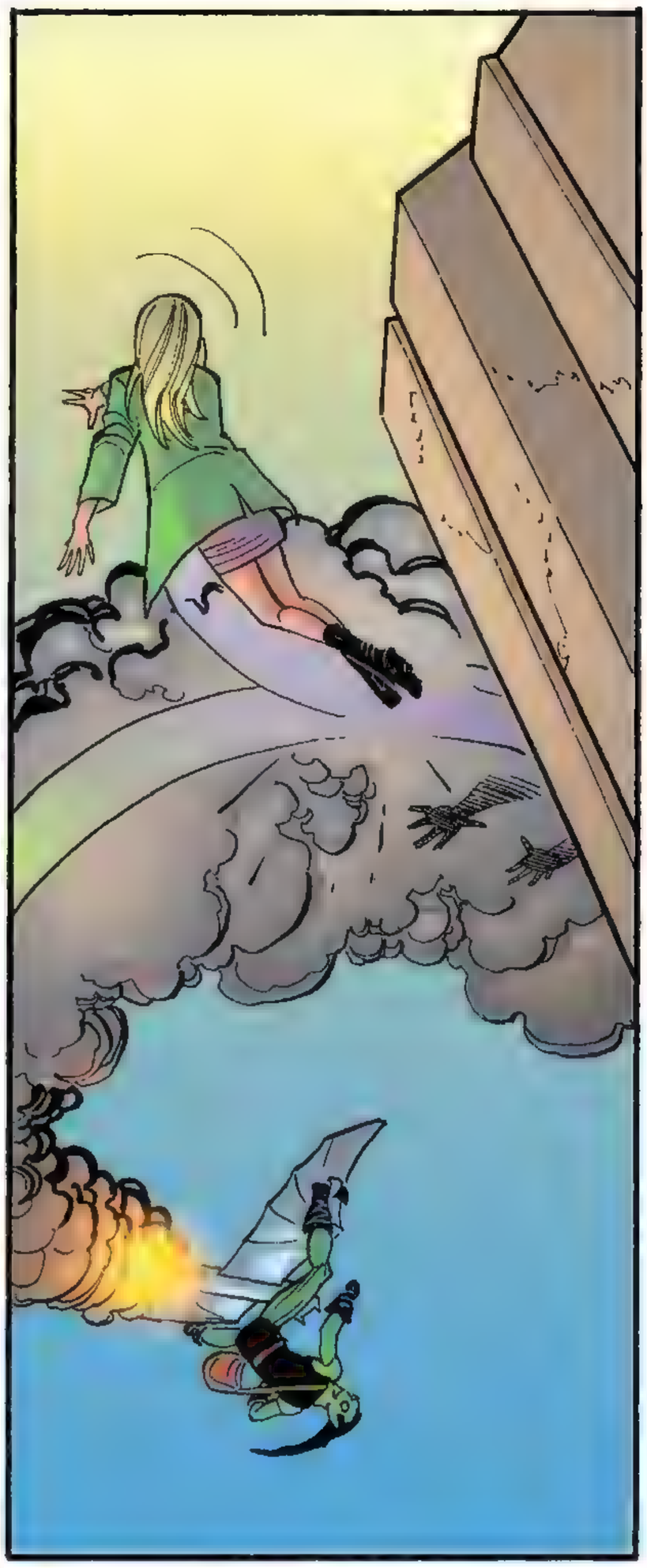
TELEPATHIC VOICE
Follow my voice.

SPIDER-MAN
No...not now...not now...Gwen --

PANEL TWO
A silhouette panel of Gwen falling.

SPIDER-MAN (O.S.)
GWEN!





Amazing Spider-Man #509 Director's Cut

BEHIND THE "SINS"

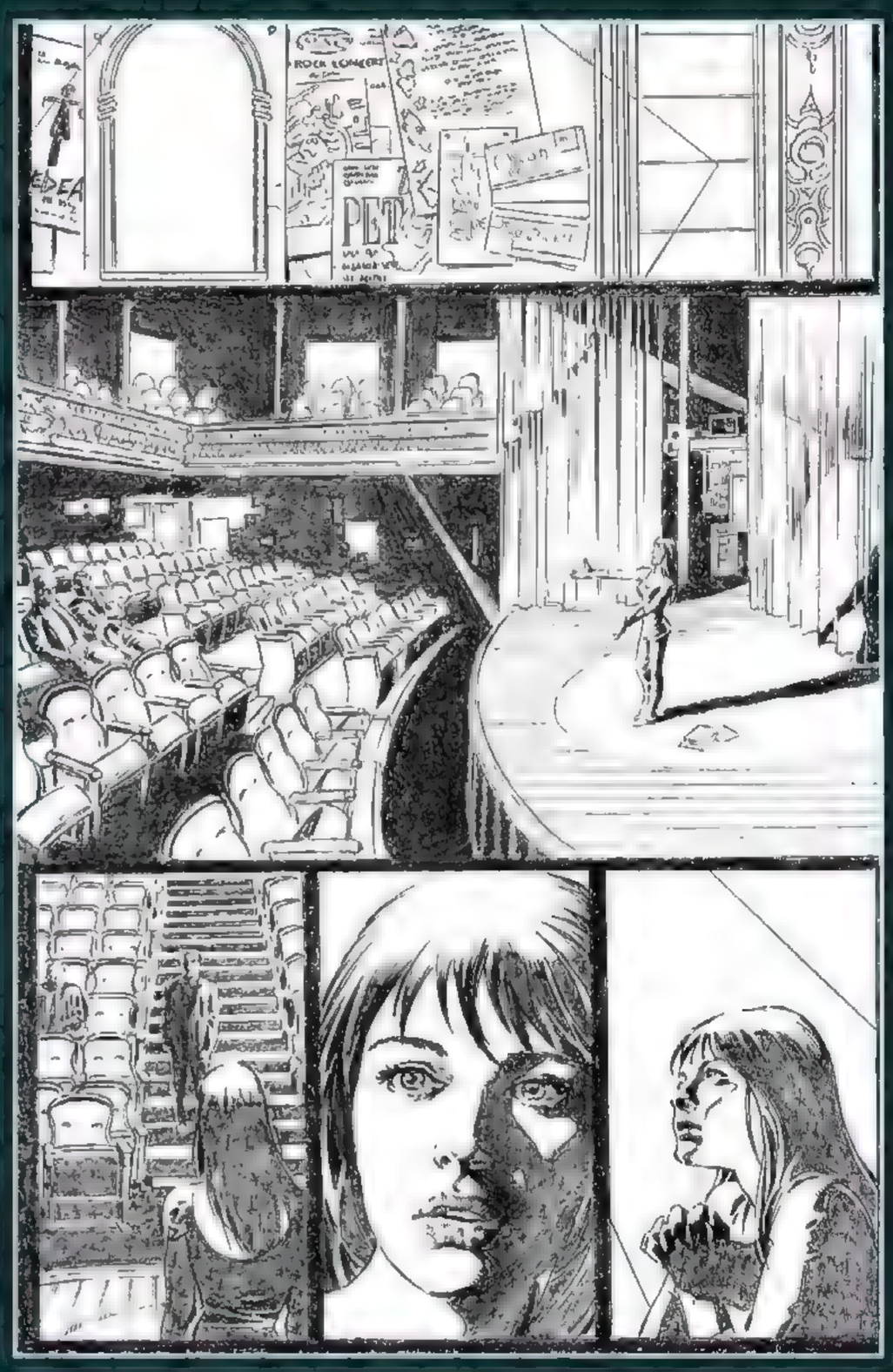
ORIGINAL SCRIPT BY
J. MICHAEL STRACZYNSKI

THUMBNAILS & PENCILS BY
MIKE DEODATO JR.

THE AMAZING SPIDER-MAN

ISSUE 509

"Sins Past: Part One"



PAGE ONE

PAGE ONE

PANEL ONE

CLOSE on a flyer on a post-board filled with other flyers, reviews and notices. The flyer that has our interest reads: AUDITIONS TOMORROW 10-2 "CATS ALWAYS LIE" BY FETTES GRAY THE SHADOW-BOX THEATER, 53RD STREET.

MARY JANE (O.S.)

— and I SAID to him, I said WHY are you TOUCHing me like THAT? Why are you LOOKING at me like that?

PANEL TWO

We're inside the Shadow-Box Theater, well off-Broadway. The director, an overweight producer, and a few others are in the audience as, on-stage, MJ stands, acting and emoting her little heart out. But she's a bit stiff.

MARY JANE

Don't you have anything BETTER to do with your time? Well, he LOOKED at me, and when he LOOKED at me —

DIRECTOR

Mary Jane —

MARY JANE

— I just KNEW this would be —

DIRECTOR

Mary Jane —

PANEL THREE

The director is walking toward the stage.

MARY JANE

Yes?

DIRECTOR

Stop acting.

MARY JANE

I don't —

DIRECTOR

It's very simple. I said stop acting.

(second)
Now try it again.

PANEL FOUR

She's looking off, trying to figure out what the hell he's trying to get across.

PANEL FIVE

She tries again, her manners and posing just a bit over the top. She's trying too hard.

MARY JANE

Then he reached over and put his HAND on my ARM, and I SAID to him, I said WHY are you TOUCHing me like THAT? Why are you LOOKING at me like that?

PAGE TWO

PANEL ONE

The director, back in his seat, and the producer are exchanging a glance. The producer is running out of patience.

MARY JANE (O.S.)

Don't you have anything BETTER to do with your time? Well, he LOOKED at me, and when he LOOKED at me —

PANEL TWO

Same angle, the producer turning away, already flipping through other photo resumes.

PRODUCER

Thank you, that'll do.

(second, smaller)
Have you seen this girl? She's very good. I worked with her on summer stock last year.

PANEL THREE

On MJ, on stage, devastated but trying to cover.

MARY JANE
I...thanks.

(second)
Thank you.

PANEL FOUR
She's turning away, about to head off when:

DIRECTOR (O.S.)
Mary Jane...wait.

PANEL FIVE
On the director as he comes out of his seat again

DIRECTOR
Just a second.

PRODUCER
What're you —

DIRECTOR
Trust me.

PANEL SIX
He goes to the stage, which is about chin height to him. MJ stoops down on the edge to talk to him.

PAGE THREE

DIRECTOR
I told you to stop acting.

MARY JANE
Yeah, well, believe me, you're not the first one to suggest that.

DIRECTOR
That's not what I mean. I meant stop ACTING.

MARY JANE
But isn't that —

PAGE THREE

PANEL ONE
Closer on him now.

DIRECTOR
You've got two people on the dance floor. At one end you've got Fred Astaire, at the other end a guy who just got out of dance school. You watch the guy, and you can see him going one-two-three in his head, over and over.

(second)
He's TRYING to DANCE.

PAGE FOUR

PANEL TWO
Closer still. He's trying to reach her.

DIRECTOR
Then you look at Fred Astaire ...and he's just dancing.

(second)
There's trying to dance...and there's dancing.

(third)
Stop trying to act. Just...tell the truth.

PANEL THREE
He turns and heads back to his seat.

DIRECTOR
Try it again.

PANEL FOUR
She's standing, working this out in her head...and she's actually starting to understand.

PANEL FIVE
She sits down on the stage, crossing her legs.

PANEL SIX
She's sitting, composing herself. Getting it.

PAGE FOUR

PANEL ONE
And she's natural in pose, sitting casually on the stage floor, maybe one arm crooked around a knee, and she looks casual, in the moment, a dramatic shot that says she's finally crossed that emotional and intellectual rubicon between what we think we're supposed to be doing...and doing it.

MARY JANE
Then he reached over...and put his hand on my arm, and I said to him —

(second)
I said...why are you touching me like that?

(third, smaller)
Why are you looking at me like that?

PAGE FIVE

PANEL TWO

A beauty shot, close on her face, she's looking off, away, being real. A gentle, almost sad smile on her face.

MARY JANE

Don't you have anything ...anything better to do with your time? Well, he looked at me, and when he looked at me, I just...I just knew, that's all. The way we all know, you know? When you see....

(second, smaller font)
When you see the eyes you want to wake up next to every day for the rest of your life.

PANEL THREE

She's still pretty much the same, but looking down just a bit, same angle, lost in thought, lost in the moment.

DIRECTOR (O.S.)

Mary Jane?

MARY JANE

Yeah?

DIRECTOR

What're you thinking about right now?

MARY JANE

My husband. And how much I love him. He's sitting out in the lobby, waiting for me.

PANEL FOUR

On the director, pleased.

DIRECTOR

So all you did was tell the truth about him, about how you feel about him.

MARY JANE (O.S.)

Yes.

DIRECTOR

That's all you ever have to do, Mary Jane. Just...take the stage, face the lights...and tell the truth.

PANEL FIVE

She's standing now.

MARY JANE

Thank you for that. I just...

PAGE SIX

I think I just learned more than I got out of the last fifteen acting classes I took.

(second)
Well, I should probably let you —

PANEL SIX
On the director.

DIRECTOR
Just...one last thing.

(second)
Before you go.

PAGE FIVE

PANEL ONE
Peter is sitting alone in the lobby, surrounded by posters for prior productions, as MJ comes out, her face unreadable.

PETER
MJ? How'd it go?

PANEL TWO
He's come to her, and she's still holding the audition pages, and we can see she's crying.

PETER
Aw, jeez, MJ...it's okay...look, it's a growing experience, right? You know, the whole trial and error thing, then you get the whole trial and conviction thing, the appeal —

MARY JANE
No, Peter, it's —

PANEL THREE
She's lifted her face to his, and she's still crying, but she's smiling.

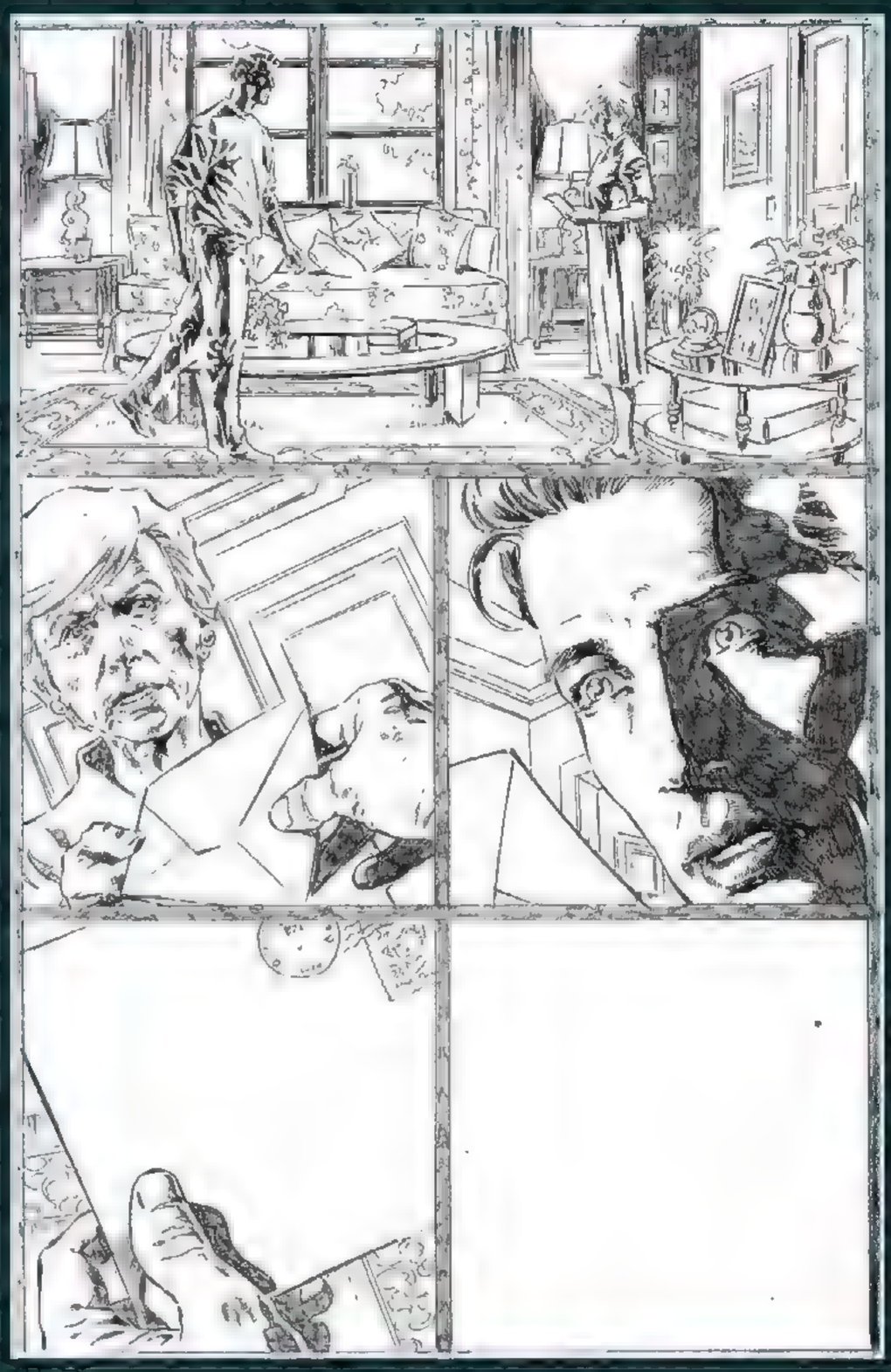
MARY JANE
— I got the part.

PETER
You got the part?

MARY JANE
I got the part.

PANEL FOUR
A big panel as she practically leaps into his arms, pages flying.

MARY JANE
I GOT THE PART!



PAGE SEVEN

PETER
YOU GOT THE PART!

MARY JANE
I GOT THE PART! I GOT THE PART!

(second)
I got the part.

(third)
I love you.

CAPTION
There are days I love her so much I can't breathe...days when news comes like this, and she's so happy, that... I don't cry, because that's not what I do —

MARY JANE
— and he keeps saying, "stop acting!" And I thought, boy, don't I hear enough of THAT.

CAPTION
She's everything to me.

PAGE SIX

PANEL ONE
They're finishing lunch at May's place, in the dining room.

CAPTION
— but I find my eyes just kind of leak, you know? For hours, just on and off.

PANEL TWO
May is looking off and rising at an SFX: DING-DONG! as the doorbell goes off OS. Mary is continuing.

MARY JANE
But he was right, he was SO right.

AUNT MAY
Oh, that's the mail...I'll just be a moment.

PANEL THREE
May is gone, or almost out, as Peter looks to Mary Jane.

MARY JANE
Once I got it, I mean really GOT it, it just seemed so simple. I just had to learn to get out of my own way, I —

(second)
Are you okay, Peter?

PETER
Yeah...just, y'know...lots of pollen in the air today. Go on.

CAPTION
Everything.

PANEL FOUR
May is in the front room, going through the mail.

MARY JANE (O.S.)
Anyway, it's a huge break for me. It's a small theater, but the director has a great track record for picking actors. The money doesn't matter, the venue doesn't matter —

PANEL FIVE
May sees something in the pile of letters that rocks her right down to her insteps.

MARY JANE (O.S.)
— what matters is that it's a tremendous validation. I can learn so much from this.

AUNT MAY
(small font)
...Peter...?

PANEL SIX
Back inside the dining room.

AUNT MAY (O.S.)
Peter...could you come here for a moment?

PETER
Sure thing, Aunt May.

(second, smaller)
Probably another spider in the bundle of coupons. I'm pretty sure she thinks it's my fault somehow.

PAGE SEVEN

PANEL ONE
He's coming out into the living room, where May is standing, holding a single letter, looking stunned.

PETER
Okay, whatever it is, I didn't —

PAGE EIGHT

(second)
Aunt May? What's wrong?

AUNT MAY
I...think you should see this.

PANEL TWO
He's taking the letter from her.

PETER
Is it a threat of some kind?

(second)
Aunt May?

PANEL THREE
Close on his reaction to what he's seeing. Shock.

PANEL FOUR
We see enough of the envelope from the left to the center to see the return address, written in a woman's hand: Gwen Stacy, c/o Rue Andres Hotel, 1516 Rue Andres, Paris, France. And part of the main address: Peter Parker, c/o May Parker, 738 Winter Grove Drive

PANEL FIVE
CLOSE on the return address name: GWEN STACY.

PAGE EIGHT

PANEL ONE
Peter has gone upstairs, to what was once his room, and still has some of the decorations (pennants, Riverdale High stuff, and books). He's opening the letter.

CAPTION
My hands are shaking as I tear open the envelope. I'm almost afraid to look inside.

(second)
But I look anyway. I have to.

PANEL TWO
On his face as he begins to read.

HAND-WRITTEN CAPTION
Dear Peter —

PANEL THREE
Is the letter in his hands, again written in female script.

PAGE NINE

PAGE TEN

Dear Peter —

I know you were kind of surprised when I took off for Europe so suddenly four months ago, but I needed some time to think things over. I know, you're probably thinking, what things?

Something's happened, Peter. Something I didn't expect. Something I didn't plan for. Something....

God, Peter. I don't know what to do, how to tell you this.

I'm so afraid that when I tell you, you'll hate me, never want to see me again. I've written this letter six times, but I never seem to find the right words. I tried to call you, but your aunt says you're in Canada for the next few weeks on a story for the Bugle and she doesn't have a number for you.

So I'm sending this to you in care of your aunt so you will be sure to get it when you come home, because if I know you, you'll go there first thing. You've always been so good to her, and to me.

For what I'm about to tell you, Peter, I'm sorry. I'm so sorry.

^ EDITOR'S NOTE: Amazing Spider-Man #119-120.

(IMPORTANT NOTE: the last sentence is the last one on the page, so clearly there's more...but we don't see any other pages.).

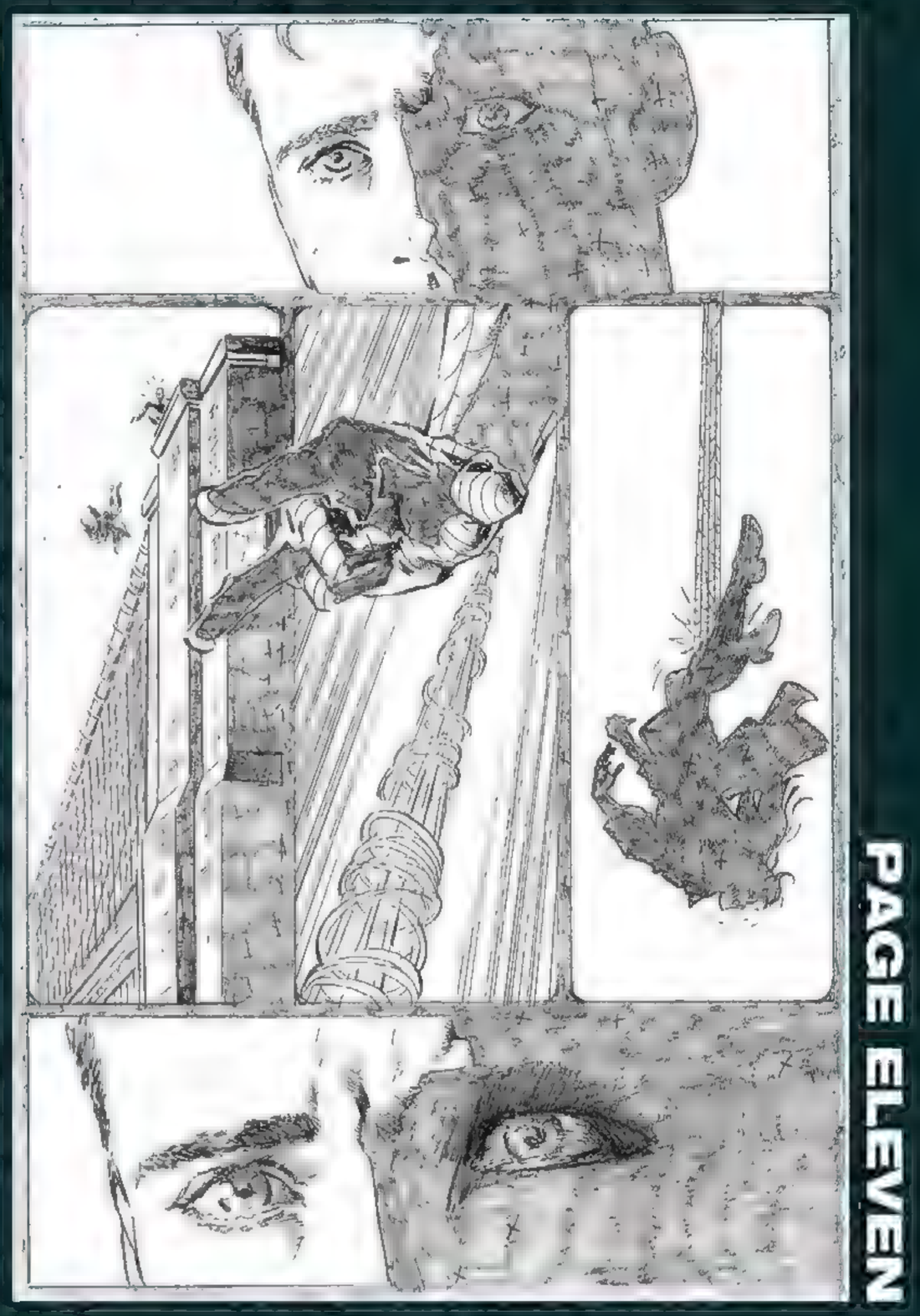
PAGE NINE

PANEL ONE

It's twilight. Peter is standing in the back yard of May's house, looking out at the gathering gloom as MJ appears behind him. He has the envelope still in hand.

MARY JANE

You okay?



PAGE ELEVEN

PETER
Yeah. Yeah, I'm okay.

MARY JANE
Okay, let's try this again, and this time leave out half of the lie.

PETER
In that case...not so good.

PANEL TWO
She's closer to him now.

MARY JANE
Are you sure it's really from her? There's always the chance —

PETER
No. I checked her handwriting against some of the letters I still had, but that was just a formality. I'd know her handwriting anywhere, and the way she chose her words. It's her.

PANEL THREE
More of the same.

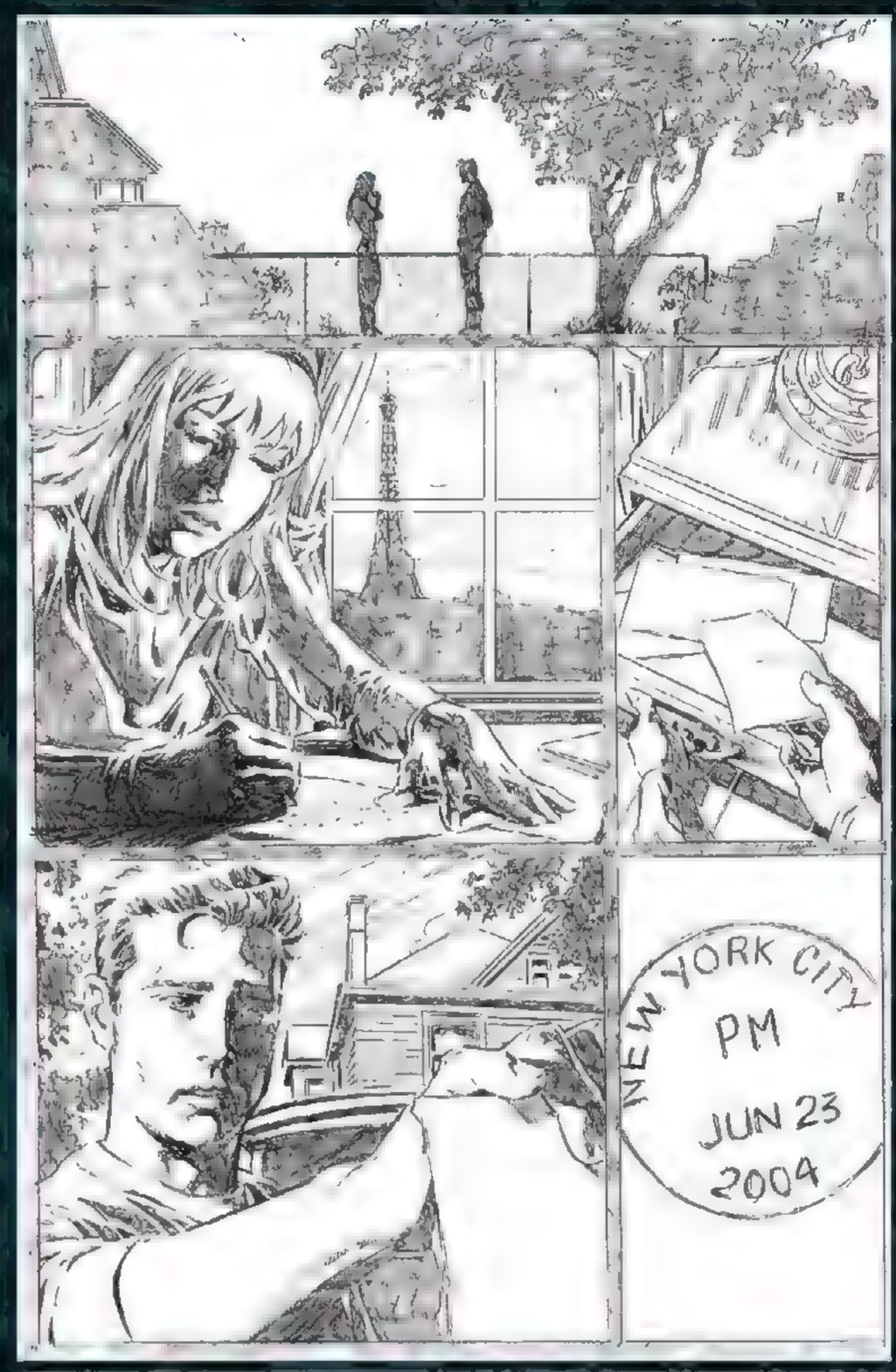
MARY JANE
May said there was just the one page.

PETER
Yeah. It stops just as she was about to tell me about whatever the hell was so awful, so terrible that —

(second)
I don't get it, MJ. I just don't get it.

PANEL FOUR
FLASHBACK: Peter Parker is meeting with an attorney in Montreal, as described below.

CAPTION
It was a crazy time in my life. Gwen had gone on vacation between semesters without any warning, and I ended up in Montreal talking to an attorney there, trying to find out why Doc Ock was so interested in Aunt May all of a sudden.



PAGE TWELVE

PANEL FIVE

A big panel showing Spidey battling it out with the Hulk.

CAPTION

Right in the middle of it all, I ended up in a knock-down with the Hulk and barely got out with my skin.

PAGE TEN

PANEL ONE

Back in the present with MJ and Peter.

MARY JANE

Something I don't understand ...she obviously wrote this while she was still in France... if it was something that bad, why didn't she talk to you about it when she came back?

PETER

I guess there wasn't time.

PANEL TWO

Flashback: Harry Osborn in a drug-induced fever, MJ and Gwen, both younger, helping.

CAPTION

She'd barely gotten back when Harry Osborn OD'd and his father's empire was falling apart...you were there, you remember...it seemed like everything we knew was crashing in around us.

PANEL THREE

Back in the present, close on Peter.

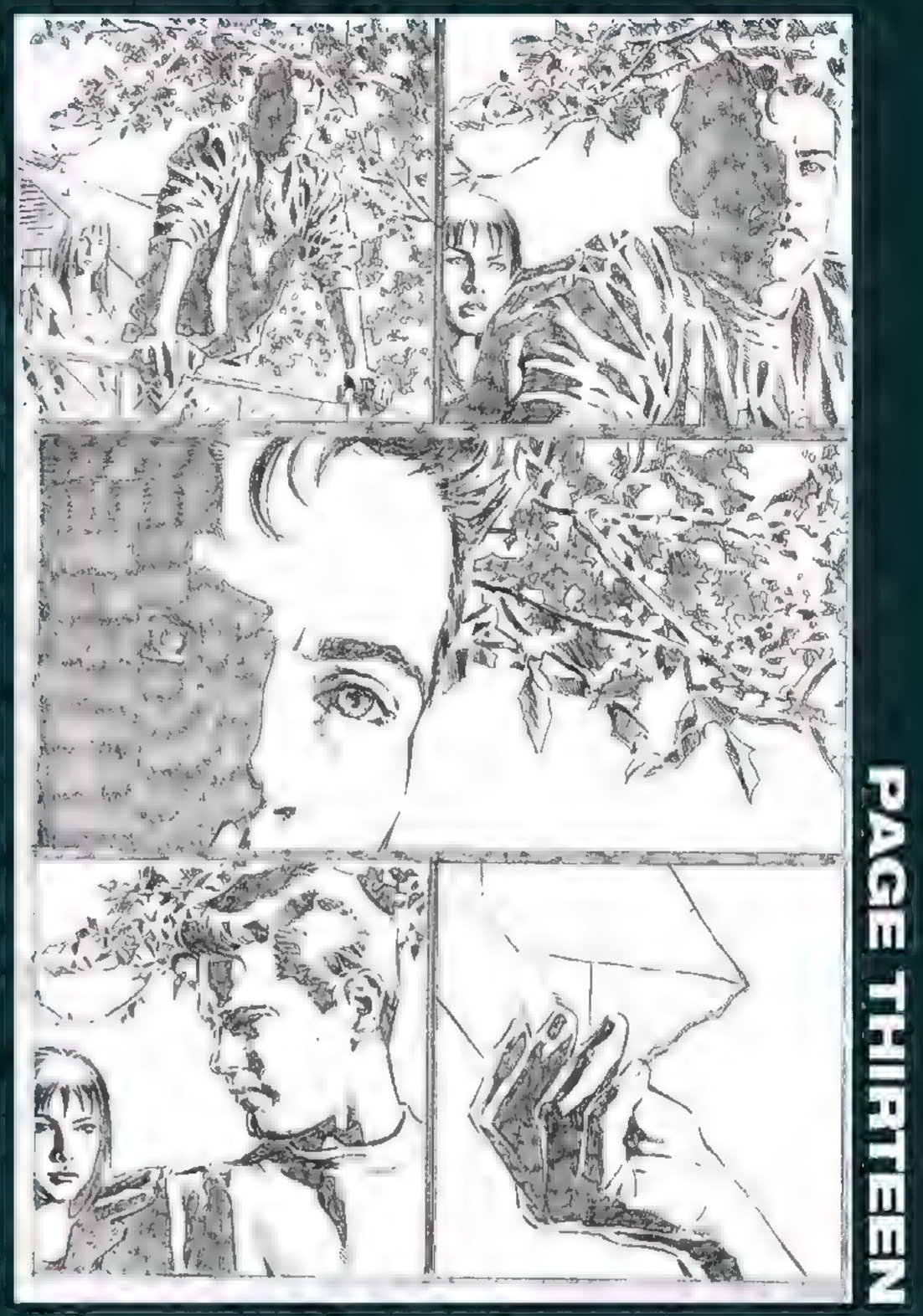
PETER

I knew that something was bothering her, that she seemed upset about something, but I just thought she was worried about Harry, I mean, we all were.

(second)
And then....

PANEL FOUR

The Green Goblin holds Gwen threateningly, on that famous bridge. Big panel.



PAGE THIRTEEN

PAGE ELEVEN

PANEL ONE
Closer still on Peter.

PETER
(smaller font)
...and then....

PANEL TWO
She falls.

PANEL THREE
Spidey's hand as he fires down a web-line.

PANEL FOUR
Gwen in silhouette, the web nailing her feet, and there's a SNAP from her neck.

PANEL FIVE
Close on Peter's face, his eyes.

PETER
...she was gone.

PAGE TWELVE

PANEL ONE
Wider with Peter and Mary Jane than before.

MARY JANE
It's just...it's so bizarre. I mean, I've heard about the Post Office finding lost letters and delivering them years later, but —

PETER
Yeah, so have I. There's just a few small problems.

(second)
Problem number one: she never would have sent just that one page. Not even by accident.

PANEL TWO
Gwen, in a hotel somewhere in Paris, it's night, and the Eiffel Tower is visible through the open, curtained windows. We see only above the waist as she's writing the letter.

CAPTION
There would have been more. She probably sat up all night writing, the way she sometimes did, finished the letter, addressed the envelope —

PAGE FOURTEEN

PANEL THREE

She shoves the two-page letter and envelope into a drawer. We should note there are other addressed envelopes there, at least two or three of which are addressed to him.

CAPTION

— and put it away somewhere while she decided whether or not to send it.

PANEL FOUR

Back to the present. He's handing her the envelope.

PETER

Problem number two: the stamp on that letter is current. And problem number three... is worse than problems one and two.

(second)
Take a look at the postmark.

PANEL FIVE

Close on the postmark on the envelope: JUNE 23, 2004 NEW YORK CITY.

MARY JANE (O.S.)

Oh...oh, my....

PAGE THIRTEEN

PANEL ONE

Back with Peter and MJ as he looks out at the setting sun.

PETER

Someone is messing with me, MJ. Not with Spider-Man, but with me.

MARY JANE

But why? Who'd want to do something like this?

PETER

I don't know.

PANEL TWO

She puts a hand on his shoulder, but his stance is stone. He's hardening his heart to whatever has to follow.

PETER

All I do know is that something was wrong with Gwen that I never knew about...something so terrible she thought she

PAGE FIFTEEN

could never tell me...and now, someone is using her pain to try and get to me.

(second)
And I don't take real well to that.

PANEL THREE
Close on his eyes.

PETER
As Spider-Man, there's a lot I have to swallow, and accept, and deal with, because that's the nature of the beast.

(second)
An awful lot.

(third)
And at the end of the day, I have to let it go, so I can come home to you whole and at least a little sane.

(fourth)
But there are some things in my life you just don't touch if you want to walk away with your spine intact.

PANEL FOUR
Close on MJ's face, looking at him.

PETER
You're one of them, first, foremost and forever.

PANEL FIVE
Close on the letter in his hands.

PETER (O.S.)
This...is another.

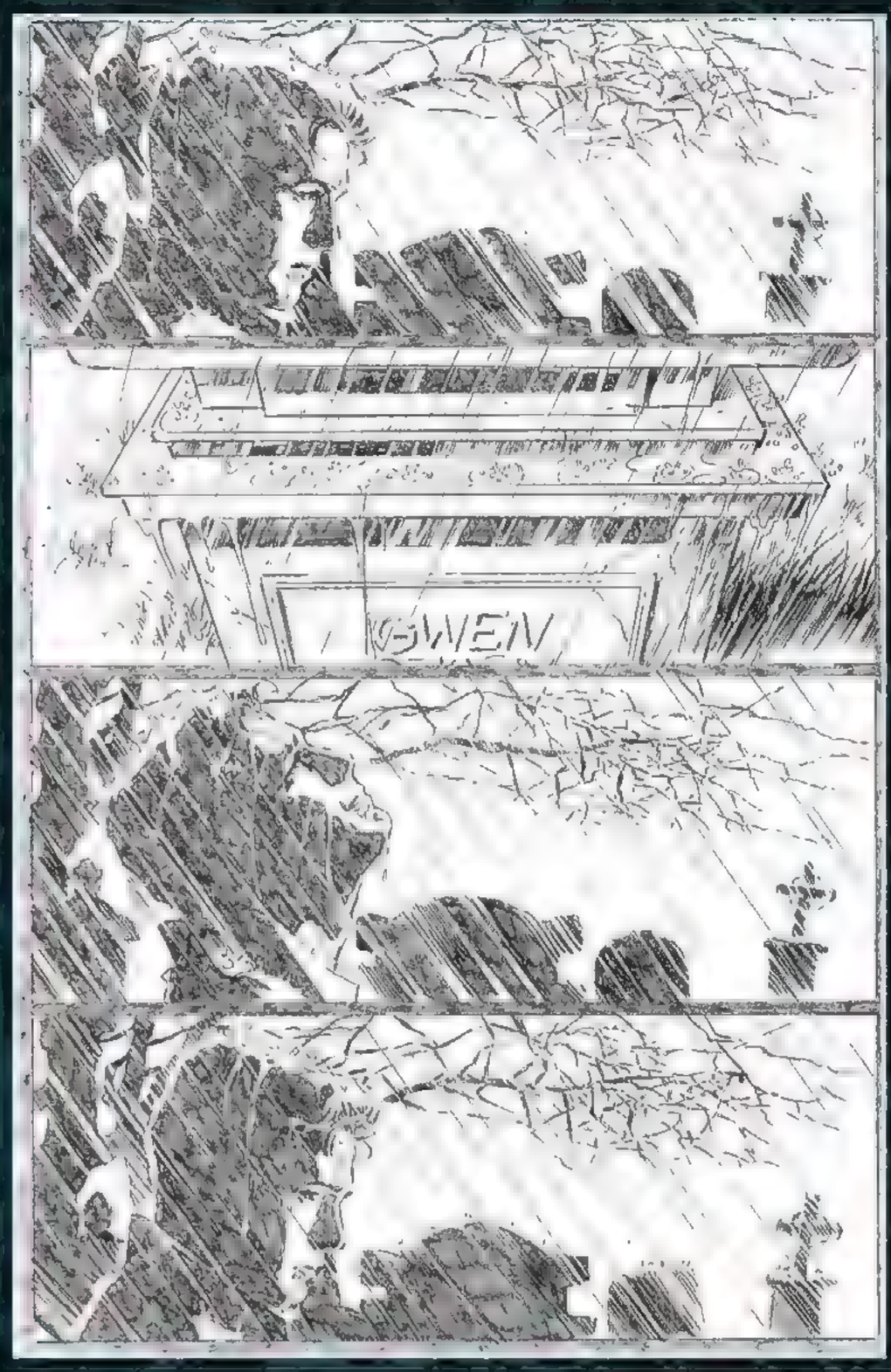
PAGE FOURTEEN

PANEL ONE
The exterior of Peter's apartment. It's raining, and there's lightning about.

CAPTION
I hate this. Not just for me. But for MJ.

PANEL TWO
MJ is in bed with Peter, asleep. He's looking at her in the light from a flash of lightning.

CAPTION
She had such wonderful news today, and then this



PAGE SIXTEEN

had to happen.

(second)
They say you should never talk about old girlfriends in front of your wife. But how many times has Gwen's memory, her importance in my life, come up at us?

(third)
Any other woman would've told me to take a hike years ago.

PANEL THREE
On MJ as he touches her hair.

CAPTION
But she's never complained. Not once. Maybe because she knew Gwen, and was also her friend.

PANEL FOUR
A downshot from the ceiling to the bed, he's looking at her. We see them illuminated in another flash of lightning.

CAPTION
And maybe it's because she loves me.

PANEL FIVE
Same exact angle, but in the darkness that follows the lightning we can see only the outlines of the bed.

CAPTION
I don't deserve her. But I try, every day, to make up for it.

PANEL SIX
Again, same angle...lit by lightning...but now he's gone, and she's alone.

CAPTION
Somehow, it's never enough.

PAGE FIFTEEN

PANEL ONE
Riverdale Cemetery, still night, still raining.

CAPTION
I wonder sometimes what's worse, having more friends inside this place than out —

PANEL TWO
Peter, in overcoat and maybe a hat (or not) approaches Gwen's gravesite.

PAGE SEVENTEEN

CAPTION
— or having been here so many times that I know how to find each and every one of them in the dark, even without spider sense.

PETER
Hey, Gwen.

PAGE SIXTEEN

PANEL ONE
On Peter talking to his memory of Gwen.

PETER
I got your letter. Well, most of it, anyway. I —

(second)
I just don't get it, Gwen. I mean, I thought we could talk. I thought we could talk about anything and everything. Big stuff, small stuff, silly stuff....

PANEL TWO
Favoring her headstone, enough for the name but not the date.

PETER (O.S.)
...what could be so terrible, so awful, that you couldn't just talk to me about it? What was so bad that you had to go to France, of all places?

(second)
I mean, okay, Jersey would've been worse, but still —

PANEL THREE
On Peter, in the rain, silent.

PANEL FOUR
Same as three, but:

PETER
Whatever it was, I would've taken care of it. I would've made it go away. Would've made it better.

(second, smaller)
I loved you.

(third, same size)
I would've done anything for you.

PAGE EIGHTEEN

PAGE SEVENTEEN

PANEL ONE
On Peter's face, there in the rain, silent.

PANEL TWO
Same angle...but now we do the spider-sense split-face, half him, half Spider-Man.

CAPTION
We're not alone.

PANEL THREE
A wider shot of the cemetery as from somewhere in the darkness comes:

VOICE (O.S.)
Come to apologize for your sins, Parker?

(second)
Because if you did...you're too late.

(third)
Way too late.

PANEL FOUR
Peter's moving away a bit, searching the darkness.

CAPTION
It's a male voice. I don't recognize it. Spider-sense is going crazy, though.

PETER
Who is it? Who's out there?

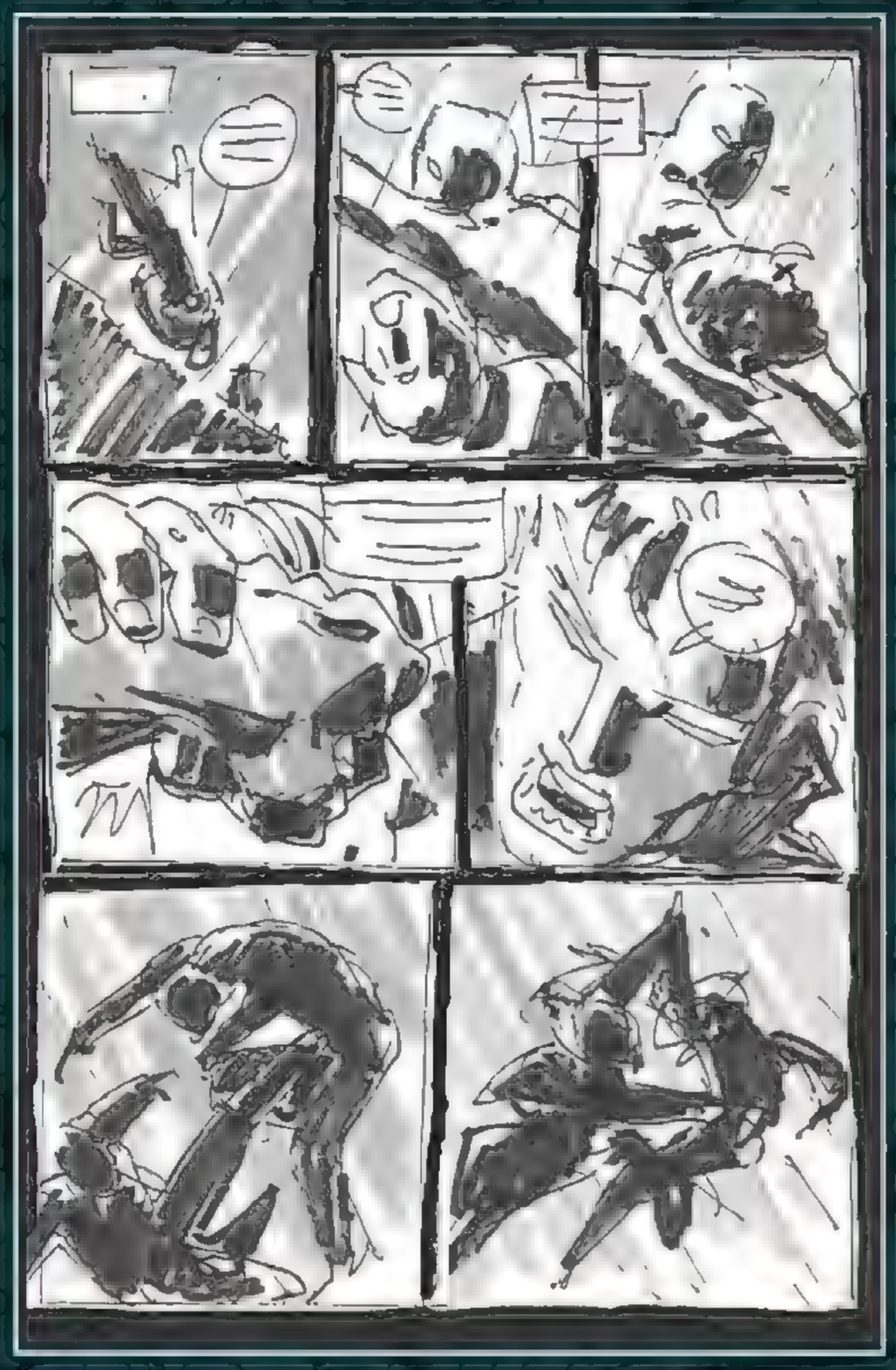
PANEL FIVE
He continues to move, keeping a wary eye out.

VOICE (O.S.)
I'm wondering what's more insulting, that you don't know who this is...or that you do and you're too much of a coward to say so?

CAPTION
Have to keep him talking while I triangulate in on his position. Just one problem.

PAGE EIGHTEEN

PANEL ONE
He's looking out toward the surrounding trees and tombstones. (Think some of the older New York cemeteries, with big marble angels and monuments.)



PAGE NINETEEN

PETER
Hard to say...why don't you come on out where I can see you and we can find out together?

CAPTION
His voice is coming from the east, but I can feel someone on the west. Thing is...the person on the west feels just like the person on the East.

(second)
So are there really two people out there, or just one, disguising his presence?

PANEL TWO
Closer on Peter, cheating a glance behind him, toward the darkness from which comes:

VOICE
Suit yourself!

CAPTION
I feel movement...muscles tightening, the rush of air behind me...can't let on, though...whoever it is, they know who I am, and if I do anything that can connect Peter to Spider-Man, that would be bad —

PANEL THREE
Someone hurtles out of the shadows and tackles Peter.

CAPTION
— just have to take it while I figure out what to —

PETER
Whufff!

PAGE NINETEEN

PANEL ONE
The two roll in a tangle of limbs, it should be confusing, in the shadows, not sure where one ends and the other begins. Note to Mike: the twins are disguised, and it's kind of a costume thing, but not overtly... it's what a couple of civilians might put together to hide their identities: black tights, a pull-over mask, should look sleek, and costume-y without being a full-blown uniform.

PAGE TWENTY

CAPTION
He's fast...real fast —

GABRIEL
How does it feel, huh? How does it FEEL to know you're alone and nobody's going to help you? Huh?

PANEL TWO
Favoring Gabriel as he begins just wailing on Peter, a blur of fists.

GABRIEL
How does it FEEL knowing you're going to die alone?

CAPTION
— not just fast, strong — too strong to take this for very long —

PANEL THREE
Close on Peter's face, making a decision.

CAPTION
Secret identity or not...if I don't fight back hard he's going to kill me.

PETER
Don't know...and I don't feel like finding out.

PANEL FOUR
Peter drives a FIST into his stomach.

GABRIEL
Ooooooofffff!

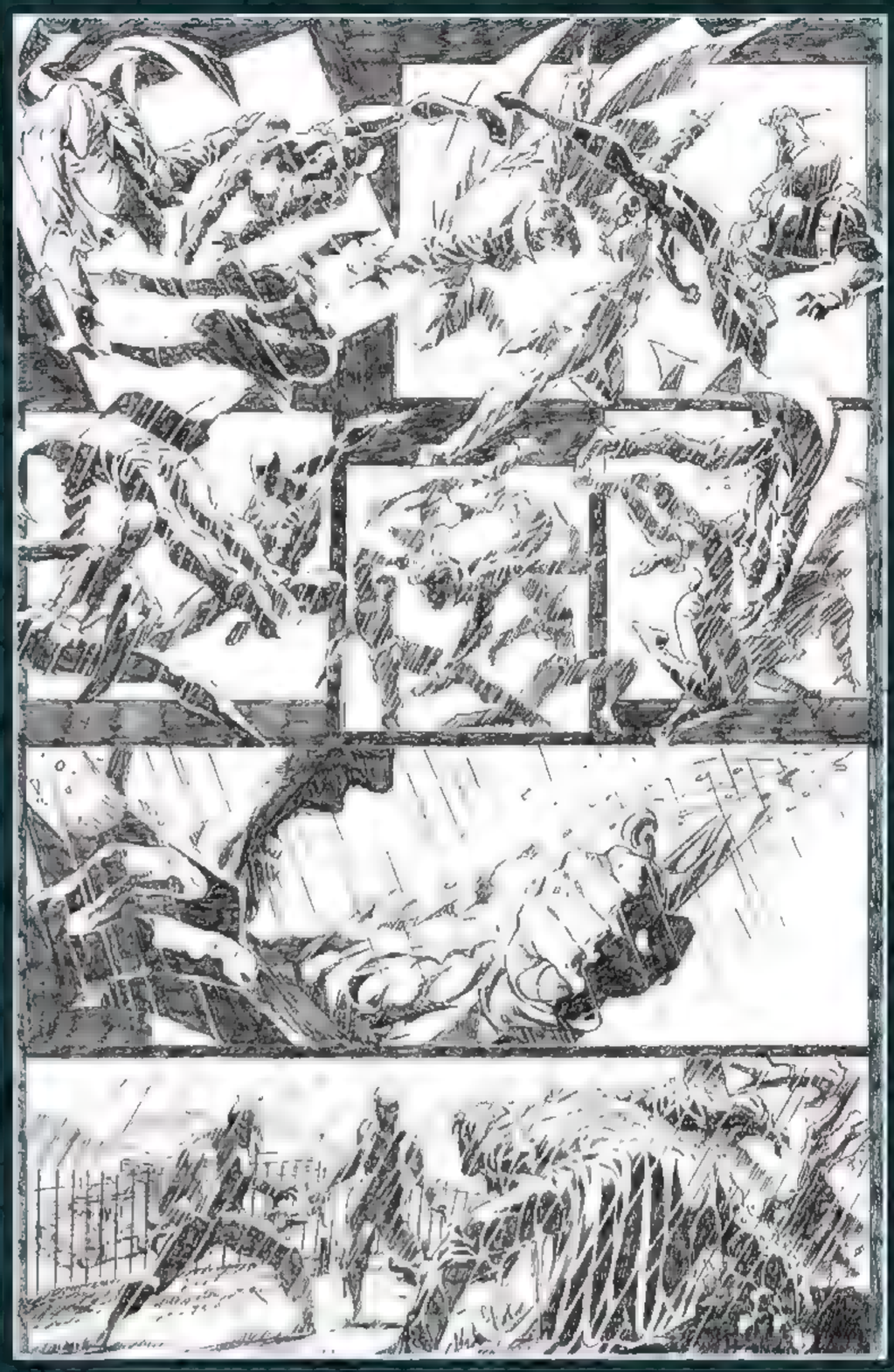
PANEL FIVE
Gabriel counters with a fist...Peter deflects it with one arm and with the other sends a second punch into Gabriel's gut. SFX: WOOMPH!

PAGE TWENTY

PANEL ONE
On Peter's face as he turns, still gripping Gabriel, again in half-Spidey face:

CAPTION
Movement — behind —

PANEL TWO
A slender, similarly dressed figure leaps from the shadows and drop-kicks Peter to the face.



PAGE TWENTY-ONE

PETER

Ungh!

PANEL THREE

Close on Peter's face, touching his lip. It comes back wet with blood.

GABRIEL (O.S.)

You've drawn first blood. Good work.

PANEL FOUR

Past Peter to where the two of them stand, side by side. Gabriel has unsheathed a knife from his boot.

GABRIEL

Let's finish it.

PANEL FIVE

They LEAP at him.

PAGE TWENTY-ONE

PANEL ONE

Half the page, containing a montage of the fight, vicious and hard, Peter just staying ahead of the blade and the fists.

CAPTION

They move like one...fast and strong and deadly. Without my webbing...nothing to jump onto...it's hand to hand. Two of them, one of me, it's only a matter of time before one of them gets lucky and —

PANEL TWO

Gabriel's blade slashes the front of Peter's chest, drawing blood.

PETER

Aaaaggghhh...

CAPTION

That's it...got to get the hell out of here, regroup —

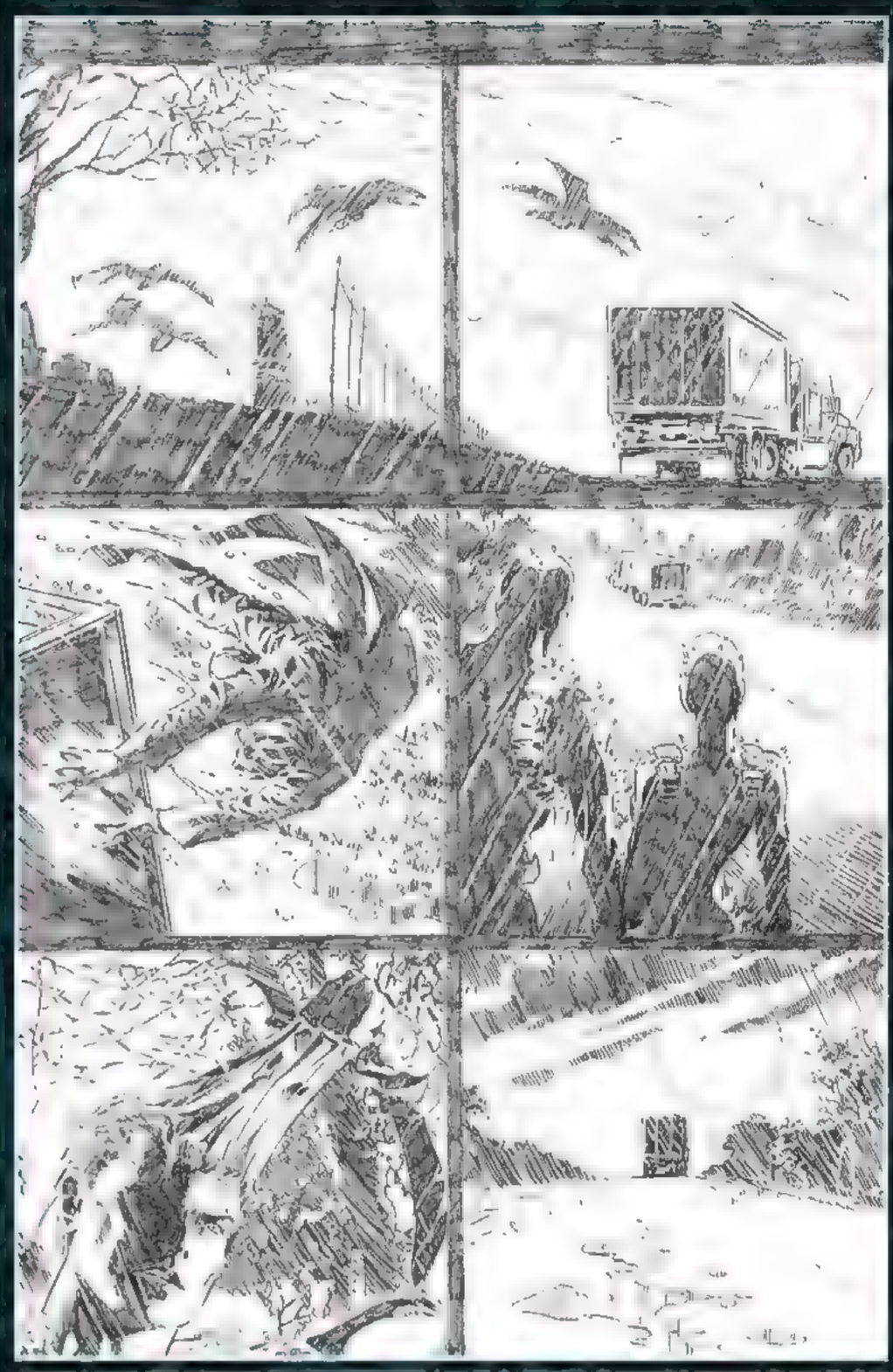
PANEL THREE

Looking past him, crouched, past the twins in middle-ground, to where a truck is lumbering past the cemetery fence.

CAPTION

One chance. One jump. Make it a good one.

PAGE TWENTY-TWO



PAGE TWENTY-TWO

PANEL ONE
As the twins leap for him, Peter leaps as well, springboarding off a tombstone and into the air —

PANEL TWO
— where he goes over the fence, clears to the other side of the truck and —

PANEL THREE
— barely manages to CATCH the side of the truck away from the twins, clinging by his fingertips.

CAPTION

Made it!

PANEL FOUR
On the twins, alone, watching the truck disappear into the night.

CAPTION

(fading text)
Just hope it was dark enough that they didn't catch what happened....

GABRIEL

Did you see?

SARAH

Yes, I...I guess that explains it. Explains US.

PANEL FIVE
Gabriel has pulled off his mask. Young, 17ish looking, dark haired and serious and deadly, but attractive.

GABRIEL

Yeah...yeah, it does. But as far as I'm concerned, it just gives us one more reason to kill him.

PANEL SIX
A low angle as the truck with Peter disappears down a darkened road in BG, blood on the road glistening in the moonlight in FG.

CAPTION

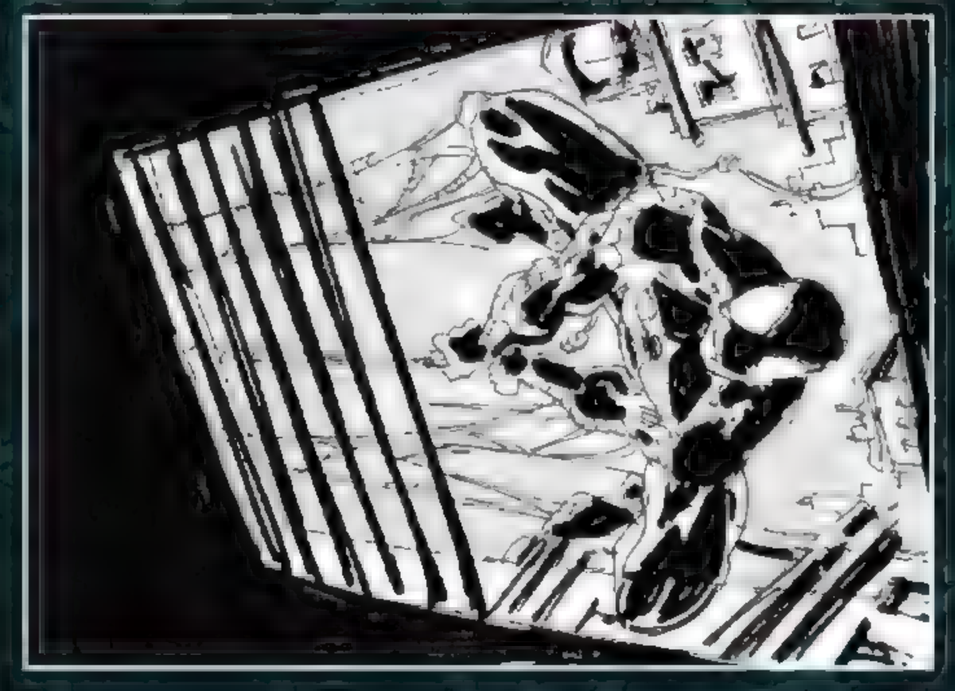
And like I've always said, if you're going to kill your own father —

(second)
— you should have all the reasons you can get.

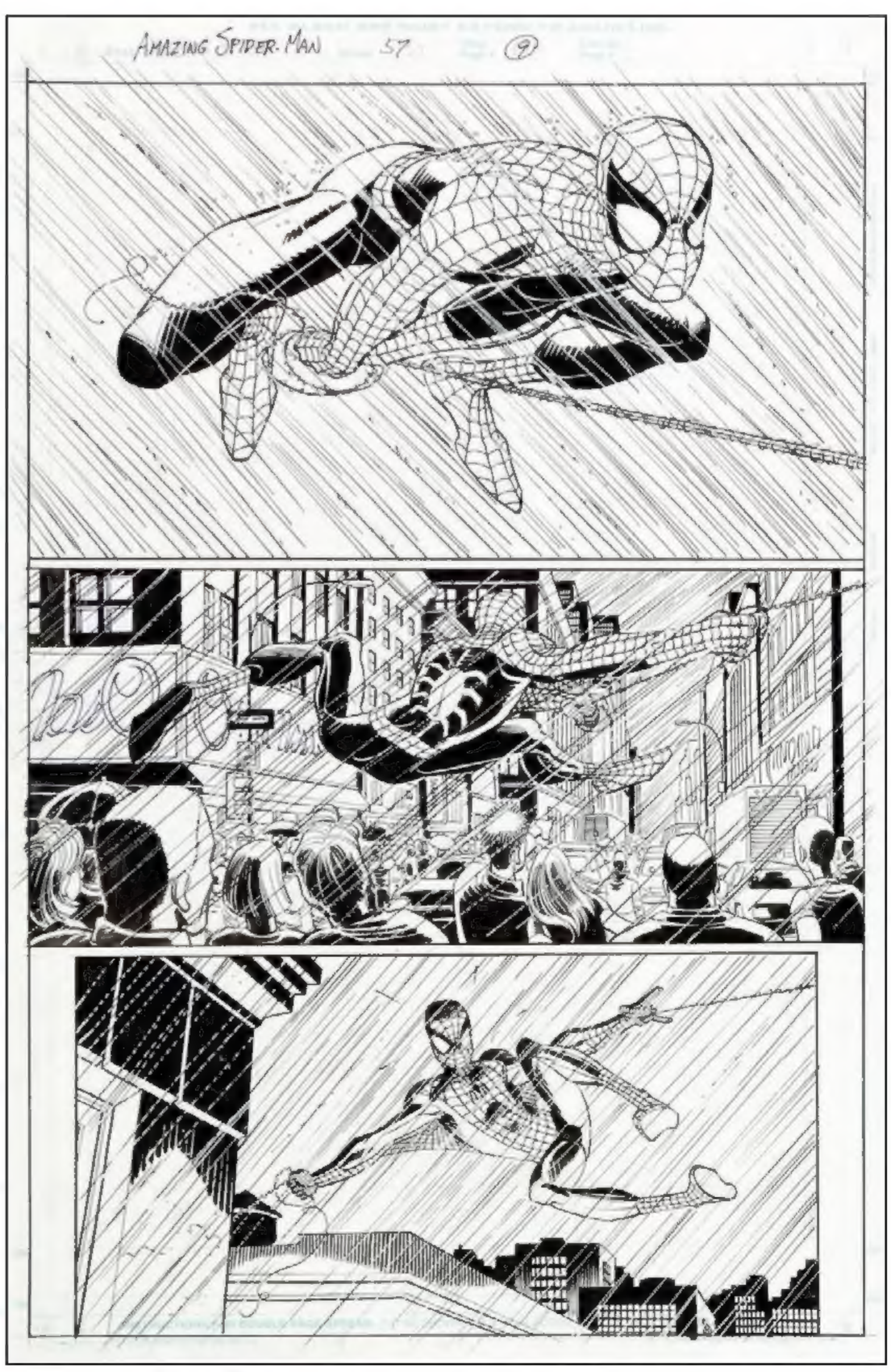
To Be Continued....

COVER SKETCHES

MIKE DEODATO JR.



***Amazing Spider-Man #54*, pages 1, 15 & 22**
***Amazing Spider-Man #57*, page 9**



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***Amazing Spider-Man #57*, pages 10-11**
***Amazing Spider-Man #58*, page 19**
***Amazing Spider-Man #500*, page 9**

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MARVEL

T+